

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

May 20, 2025 (May 15, 2025)



CVS HEALTH CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-01011

(Commission
File Number)

05-0494040

(IRS Employer
Identification No.)

One CVS Drive, Woonsocket, Rhode Island

(Address of principal executive offices)

02895

(Zip Code)

Registrant's telephone number, including area code:

(401) 765-1500

Former name or former address, if changed since last report:

N/A

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common Stock, par value \$0.01 per share | CVS | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

The following are the voting results on each matter submitted to the stockholders of CVS Health Corporation (the “Company”) at the Annual Meeting of Stockholders held on May 15, 2025 (the “Annual Meeting”). The proposals below are described in detail in the proxy statement filed by the Company on April 4, 2025 (the “Proxy Statement”). There were present at the Annual Meeting, in person or by valid proxy, the holders of 1,125,353,195 shares of the Company’s common stock, constituting a quorum.

At the Annual Meeting, the 13 nominees for director were elected to the Company’s Board of Directors for a term of one year (Item 1). The Company proposal regarding the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2025 (Item 2) was approved. The Company proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement (Item 3) was approved. One stockholder proposal (Item 4) was not approved.

| <u>Item</u> | | <u>For</u> | <u>Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|-------------|---|---------------|----------------|------------------|-------------------------|
| 1. | The election, for one-year terms, of persons nominated for election as directors of the Company, as set forth in the Proxy Statement, was approved by the following votes: | | | | |
| | Fernando Aguirre | 988,213,560 | 24,323,188 | 1,486,503 | 111,329,944 |
| | Jeffrey R. Balsler, M.D., Ph.D. | 1,007,796,427 | 4,790,577 | 1,436,247 | 111,329,944 |
| | C. David Brown II | 926,442,420 | 86,047,695 | 1,533,136 | 111,329,944 |
| | Alecia A. DeCoudreaux | 987,275,298 | 24,766,421 | 1,981,532 | 111,329,944 |
| | Roger N. Farah | 991,187,212 | 18,637,931 | 4,198,108 | 111,329,944 |
| | Anne M. Finucane | 962,972,424 | 49,579,648 | 1,471,179 | 111,329,944 |
| | J. David Joyner | 1,003,245,141 | 9,386,020 | 1,392,090 | 111,329,944 |
| | J. Scott Kirby | 987,828,889 | 24,644,705 | 1,549,657 | 111,329,944 |
| | Michael F. Mahoney | 953,838,089 | 58,095,208 | 2,089,954 | 111,329,944 |
| | Leslie V. Norwalk | 943,470,869 | 66,401,988 | 4,150,394 | 111,329,944 |
| | Larry M. Robbins | 1,005,043,459 | 7,441,109 | 1,538,683 | 111,329,944 |
| | Guy P. Sansone | 1,004,974,647 | 7,503,475 | 1,545,129 | 111,329,944 |
| | Douglas H. Shulman | 990,906,959 | 21,588,021 | 1,528,271 | 111,329,944 |
| 2. | Company proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2025, as set forth in the Proxy Statement, was approved by the following vote: | 1,104,541,067 | 19,205,277 | 1,606,851 | None |
| 3. | Company proposal to approve, on an advisory basis, the compensation of the Company’s named executive officers, as set forth in the Proxy Statement, was approved by the following vote: | 597,945,237 | 413,324,138 | 2,753,876 | 111,329,944 |
| 4. | Stockholder proposal for reducing the threshold for the Company’s stockholder right to act by written consent, as set forth in the Proxy Statement, was not approved by the following vote: | 431,195,972 | 577,886,190 | 4,941,089 | 111,329,944 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CVS HEALTH CORPORATION

Date: May 20, 2025

By: /s/ Kristina V. Fink

Kristina V. Fink
Senior Vice President, Corporate Secretary and
Chief Governance Officer