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**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 19, 2026

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-33043**

(Commission File Number)

**94-3166458**

(IRS Employer Identification Number)

**4220 North Freeway  
Fort Worth, TX 76137**

(Address of principal executive offices, including zip code)

**(877) 415-9990**

(Registrant's telephone number, including area code)

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	OMCL	NASDAQ Global Select Market

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.

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## **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

### *Amendment to the Omnicell, Inc. 2009 Equity Incentive Plan*

As described below under Item 5.07 of this Current Report on Form 8-K, at the 2026 Annual Meeting of Stockholders of Omnicell, Inc. (the “Company”) held on May 19, 2026 (the “Annual Meeting”), the Company’s stockholders approved an amendment to the Company’s 2009 Equity Incentive Plan, as amended (as amended, the “Amended 2009 Plan”), which, among other items, added an additional 1,600,000 shares to the number of shares of common stock authorized for issuance under the Amended 2009 Plan.

The Amended 2009 Plan is described in detail in Proposal No. 3 in the Company's Definitive Proxy Statement on Schedule 14A filed with the United States Securities and Exchange Commission on April 13, 2026 (the “Proxy Statement”), and the full text of the Amended 2009 Plan is attached to the Proxy Statement as Appendix A. The description of the Amended 2009 Plan set forth above is a summary only and is qualified in its entirety by reference to the full text of the Amended 2009 Plan, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

## **Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 20, 2026, the Company amended the Company’s Amended and Restated Certificate of Incorporation to provide exculpation from personal liability for certain officers as permitted by Delaware law and make certain other minor, non-substantive updates (the “Amendment”) by filing a Certificate of Amendment with the Secretary of State of Delaware. The Amendment was previously approved by the Company’s Board of Directors (the “Board”), subject to stockholder approval, and was approved by the Company’s stockholders at the Company’s Annual Meeting. A more complete description of the Amendment is set forth in Proposal 4 contained in the Company’s Proxy Statement. Each of that description and the foregoing summary of the Amendment and the Certificate of Amendment as set forth under this Item 5.03 does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

On May 19, 2026, the Company held its Annual Meeting. Five items of business, which were described in detail in the Proxy Statement, were acted upon by the stockholders at the Annual Meeting. The final voting results regarding each proposal are set forth below.

### **Proposal No. 1: Election of Three Class I Directors to Hold Office Until the 2029 Annual Meeting of Stockholders**

Joanne B. Bauer, Robin G. Seim and Eileen J. Voynick were elected to serve as members of the Company’s Board until the 2029 Annual Meeting of Stockholders and until their respective successors shall be elected and qualified or until their earlier resignation or removal.

Votes were cast as follows for the election of directors:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Joanne B. Bauer	32,947,330	3,808,490	4,704,566
Robin G. Seim	33,423,635	3,332,185	4,704,566
Eileen J. Voynick	34,167,933	2,587,887	4,704,566

**Proposal No. 2: Advisory Vote to Approve Named Executive Officer Compensation**

The stockholders voted, on an advisory basis, to approve named executive officer compensation by the following vote:

For	Against	Abstain	Broker Non-Votes
35,277,398	1,461,980	16,442	4,704,566

**Proposal No. 3: Approval of an Amendment to the Omnicell, Inc. 2009 Equity Incentive Plan, as Amended**

The stockholders voted to approve the Amended 2009 Plan to, among other items, add an additional 1,600,000 shares to the number of shares of common stock authorized for issuance under the Amended 2009 Plan, by the following vote:

For	Against	Abstain	Broker Non-Votes
35,182,712	1,472,716	100,392	4,704,566

**Proposal No. 4: Approval of an Amendment to the Company's Amended and Restated Certificate of Incorporation**

The stockholders voted to approve the Amendment, to provide exculpation from personal liability for certain officers as permitted by Delaware law and make certain other minor, non-substantive updates, by the following vote:

For	Against	Abstain	Broker Non-Votes
34,320,796	2,419,140	15,884	4,704,566

**Proposal No. 5: Ratification of the Selection of Independent Registered Public Accounting Firm**

The stockholders ratified the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2026 by the following vote:

For	Against	Abstain
41,224,274	206,940	29,172

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit Number	Description of Document
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Omnicell, Inc.</a>
<a href="#">10.1</a>	<a href="#">Omnicell, Inc. 2009 Equity Incentive Plan, as amended (incorporated by reference to Appendix A to Omnicell, Inc.'s definitive proxy statement on Schedule 14A for the Omnicell, Inc. 2026 Annual Meeting of Stockholders held May 19, 2026 (File No. 000-33043))*</a>
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

\* Indicates a management contract, compensation plan, or arrangement.

**SIGNATURES**

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

Date: May 26, 2026

OMNICELL, INC.

/s/ Corey J. Manley

Corey J. Manley

Executive Vice President and Chief Legal and Administrative Officer

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**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
OMNICELL, INC.**

OMNICELL, INC., a corporation organized and existing under the laws of the state of Delaware (the “Corporation”) hereby certifies that:

1. The name of the Corporation is **OMNICELL, INC.** The Corporation was originally incorporated under the name Omnicell Merger Corporation.

2. The date of filing of the Corporation’s original Certificate of Incorporation was April 14, 2000, as amended and restated on August 13, 2001, and as amended on June 1, 2010.

3. The Amended and Restated Certificate of Incorporation of the Corporation as provided in Exhibit A hereto was duly adopted in accordance with the provisions of Section 242 and Section 245 of the General Corporation Law of the State of Delaware by the Board of Directors of the Corporation.

4. Pursuant to Section 245 of the Delaware General Corporation Law, approval of the stockholders of the Corporation has been obtained.

5. The Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in **Exhibit A** attached hereto and is hereby incorporated by reference.

**IN WITNESS WHEREOF**, the undersigned has signed this certificate this 19th day of May, 2026, and hereby affirms and acknowledges under penalty of perjury that the filing of this Amended and Restated Certificate of Incorporation is the act and deed of Omnicell, Inc.

**OMNICELL, INC.**

By: /s/ Randall A. Lipps

Randall A. Lipps

*Chairman of the Board*

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**Exhibit A**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
OMNICELL, INC.**

**ARTICLE I.**

The name of this corporation is **OMNICELL, INC.**

**ARTICLE II.**

The address of the registered office of the corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, 19808, and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

**ARTICLE III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV.**

**A.** This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is one hundred and five million (105,000,000) shares. One hundred million (100,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent (\$.001). Five million (5,000,000) shares shall be Preferred Stock, each having a par value of one-tenth of one cent (\$.001).

**B.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing a certificate (a "Preferred Stock Designation") pursuant to the Delaware General Corporation Law ("DGCL"), to fix or alter from time to time the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions of any wholly unissued series of Preferred Stock, and to establish from time to time the number of shares constituting any such series or any of them; and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**ARTICLE V.**

For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

**A.**

**1.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed exclusively by one or more resolutions adopted by the Board of Directors.

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## **2. BOARD OF DIRECTORS**

Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, following the closing of the initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "1933 Act"), covering the offer and sale of Common Stock to the public (the "Initial Public Offering"), the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. Directors shall be assigned to each class in accordance with a resolution or resolutions adopted by the Board of Directors. At the first annual meeting of stockholders following the closing of the Initial Public Offering, the term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the Initial Public Offering, the term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the Initial Public Offering, the term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting.

## **3. VACANCIES**

**a.** Subject to the rights of the holders of any series of Preferred Stock, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, except as otherwise provided by law, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such director's successor shall have been elected and qualified.

**b.** If at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Delaware Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent (10%) of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in offices as aforesaid, which election shall be governed by Section 211 of the DGCL.

## **B.**

**1.** Subject to paragraph (h) of Section 43 of the Bylaws, the Bylaws may be altered or amended or new Bylaws adopted by the affirmative vote of at least sixty-six and two-thirds percent (66<sup>2</sup>/<sub>3</sub>%) of the voting power of all of the then-outstanding shares of the voting stock of the corporation entitled to vote. The Board of Directors shall also have the power to adopt, amend, or repeal Bylaws.

**2.** The directors of the corporation need not be elected by written ballot unless the Bylaws so provide.

**3.** No action shall be taken by the stockholders of the corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws.

**4.** Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the corporation shall be given in the manner provided in the Bylaws of the corporation.

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#### **ARTICLE VI.**

**A.** The personal liability of the directors and officers for monetary damages for a breach of fiduciary duty as a director or officer shall be eliminated or limited to the fullest extent under applicable law. If the DGCL is amended to authorize the further elimination or limitation of liability of directors or officers, then the liability of a director or officer of the corporation, in addition to the elimination and limitation on personal liability provided herein, shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

**B.** Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

#### **ARTICLE VII.**

**A.** The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph B. of this Article VII, and all rights conferred upon the stockholders herein are granted subject to this reservation.

**B.** Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of the Voting Stock required by law, this Certificate of Incorporation or any Preferred Stock Designation, the affirmative vote of the holders of at least sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the voting power of all of the then-outstanding shares of the voting stock, voting together as a single class, shall be required to alter, amend or repeal Articles V, VI, and VII.

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