

---

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): **July 12, 2017**



**IDEXX LABORATORIES, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation)*

**000-19271**

*(Commission File Number)*

**01-0393723**

*(IRS Employer Identification No.)*

**One IDEXX Drive, Westbrook, Maine**

*(Address of principal executive offices)*

**04092**

*(ZIP Code)*

**207.556.0300**

*(Registrant's telephone number, including area code)*

**Not Applicable**

*(Former name or former address, if changed since last report)*

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

---

---

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

**Election of New Director.** On July 12, 2017, the board of directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) elected Stuart M. Essig, PhD as an independent Class III Director effective that date. To accommodate Dr. Essig’s election as a Class III Director, the Board increased the number of Directors constituting the Board from eight to nine and the number of Class III Directors from two to three. It is expected that Dr. Essig will stand for election by stockholders as a Class III Director at the Company’s 2019 annual meeting of stockholders.

Dr. Essig has not yet been named to any Board committee and, as of the date hereof, it has not been determined to which Board committees, if any, Dr. Essig will be named.

There are no related person transactions (or proposed related person transactions) with respect to Dr. Essig reportable under Item 5.02(d) of Form 8-K and Item 404(a) of Regulation S-K since the beginning of the Company’s last fiscal year.

Dr. Essig will receive the same compensation as is paid to the Company’s other nonemployee Directors as described in the section entitled “Corporate Governance – Director Compensation” in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 23, 2017, which description is incorporated herein by reference. The cash fee to be paid to Dr. Essig in the third quarter of 2017 will be prorated to reflect the effective date of his election to the Board on July 12, 2017. Annual deferred stock unit and stock option grants were made to nonemployee Directors on May 3, 2017, the date of the Company’s 2017 annual meeting of stockholders. Since Dr. Essig was not serving as a Director at that time, such grants will be made to him on September 1, 2017, and the award values will be prorated to reflect the portion of the year during which he will serve on the Board, specifically from the effective date of his election on July 12, 2017 until the Company’s 2018 annual meeting of stockholders.

On July 17, 2017, the Company issued a press release regarding Dr. Essig’s election to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit relating to Item 5.02 shall be deemed to be furnished, and not filed.

99.1 Press Release entitled “IDEXX Laboratories Elects Stuart M. Essig to Board of Directors” and dated July 17, 2017.

**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.

**IDEXX LABORATORIES, INC.**

Date: July 17, 2017

By: /s/ Jacqueline L. Studer  
Jacqueline L. Studer  
Corporate Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release entitled "IDEXX Laboratories Elects Stuart M. Essig to Board of Directors" and dated July 17, 2017.

## IDEXX Laboratories Elects Stuart M. Essig to Board of Directors

WESTBROOK, Maine, July 17, 2017 /PRNewswire/ -- IDEXX Laboratories, Inc. (NASDAQ: IDXX), a global leader in veterinary diagnostics, veterinary practice software and water microbiology testing, today announced the unanimous election of Stuart M. Essig as a member of the Company's Board of Directors, effective July 12, 2017. In connection with Dr. Essig's election, the Board also increased its size from 8 to 9 members, effective July 12, 2017.

Dr. Essig has been the Chairman of the Board of Directors of Integra LifeSciences Holdings Corporation since 2012, and he served as Integra's Chief Executive Officer from 1997 until 2012, building Integra into a leading global surgical products company. He has also served since 2012 as Managing Director of Prettybrook Partners LLC, a private investment firm focused on the healthcare industry. In addition to Integra, Dr. Essig currently serves on the Boards of Directors of SeaSpine Holdings Corporation and Owens & Minor, Inc. and is the Chairman of the Board of Directors of Breg, Inc., a private company offering nonsurgical orthopedic care products and solutions. He previously served on the Boards of Directors of St. Jude Medical Corporation from 1999 to 2017, prior to its sale to Abbott Corporation, and Zimmer Biomet Holdings, Inc. from 2005 to 2008.

"We are excited to welcome Stuart to our Board of Directors," said Jonathan Ayers, the Company's Chairman and Chief Executive Officer. "Stuart brings extensive executive management experience and deep strategic expertise in the global healthcare industry, and he has served on the boards of several private and public companies. Stuart's perspective and insight will further strengthen our Board's already broad and diverse capabilities and experiences and be extremely valuable to IDEXX as we continue our growth trajectory as a global leader in pet healthcare innovation."

"IDEXX's business model of enduring growth through innovation in a highly attractive, expanding industry has yielded strong returns," said Dr. Essig. "I look forward to working with my fellow Board members to support extending IDEXX's successful track record of strong organic growth and building exceptional long-term value for our shareholders."

Before joining Integra in 1997, Dr. Essig was a managing director in mergers and acquisitions for Goldman, Sachs and Co., specializing in the medical device, pharmaceutical and biotechnology sectors. Dr. Essig has also served on the executive committee, nominating and governance committee, and as treasurer of ADVAMED, the Advanced Medical Technology Association. Dr. Essig holds an A.B. from Princeton University and an M.B.A. and Ph.D. in financial economics from the University of Chicago.

### About IDEXX Laboratories

IDEXX Laboratories, Inc. is a member of the S&P 500® Index and is a leader in pet healthcare innovation, serving practicing veterinarians around the world with a broad range of diagnostic and information technology-based products and services. IDEXX products enhance the ability of veterinarians to provide advanced medical care, improve staff efficiency, and build more economically successful practices. IDEXX is also a worldwide leader in providing livestock and poultry diagnostic tests and tests for the quality and safety of water and milk. Headquartered in Maine, IDEXX employs more than 7,000 people and offers products to customers in over 175 countries. For more information about IDEXX, visit: [www.idexx.com](http://www.idexx.com).

### Note Regarding Forward-Looking Statements

*This news release contains or may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by the use of words such as "expects," "may," "anticipates," "intends," "would," "will," "plans," "believes," "estimates," "should," and similar words and expressions. These forward-looking statements are based on management's current expectations and beliefs, as well as a number of assumptions concerning future events. These statements are subject to risks, uncertainties, assumptions and other important factors. Readers are cautioned not to put undue reliance on such forward-looking statements because actual results may vary materially from those expressed or implied. The reports filed by the Company pursuant to United States securities laws contain discussions of these risks and uncertainties. The Company assumes no obligation to, and expressly disclaims any obligation to, update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Readers are advised to review the Company's filings with the United States Securities and Exchange Commission (which are available from the SEC's EDGAR database at [www.sec.gov/](http://www.sec.gov/), at various SEC reference facilities in the United States and via the Company's website at [www.idexx.com](http://www.idexx.com))*

Contact:

### Investor Relations:

Kerry Bennett  
207-556-8155

