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

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**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 16, 2019**



**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.

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.10 par value per share	IDXX	NASDAQ Global Select Market

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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.**

***Election of New Director.*** On July 16, 2019, the board of directors (the “Board”) of IDEXX Laboratories, Inc. (the “Company”) elected Sam Samad as an independent Class I Director and member of its Audit Committee effective that date. To effect Mr. Samad’s election as a Class I Director, the Board increased the number of Directors constituting the Board from eight to nine and the number of Class I Directors from two to three. It is expected that Mr. Samad will stand for election by stockholders as a Class I Director at the Company’s 2021 annual meeting of stockholders.

There are no related person transactions (or proposed related person transactions) with respect to Mr. Samad 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.

Mr. Samad 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 25, 2019, which description is incorporated herein by reference. The cash fee to be paid to Mr. Samad in the third quarter of 2019 will be prorated to reflect the effective date of his election to the Board on July 16, 2019. Annual deferred stock unit and stock option grants were made to nonemployee Directors on May 8, 2019, the date of the Company’s 2019 annual meeting of stockholders. Since Mr. Samad was not serving as a Director at that time, such grants will be made to him on September 1, 2019, 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 16, 2019 until the Company’s 2020 annual meeting of stockholders.

On July 18, 2019, the Company issued a press release regarding Mr. Samad’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 Sam Samad to Board of Directors” and dated July 18, 2019.

## **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 18, 2019

By: /s/ Sharon E. Underberg  
Sharon E. Underberg  
Corporate Vice President,  
General Counsel and Secretary



**FOR IMMEDIATE RELEASE**

## **IDEXX Laboratories Elects Sam Samad to Board of Directors**

**WESTBROOK, Maine, July 18, 2019** — IDEXX Laboratories, Inc. (NASDAQ: IDXX), a global leader in veterinary diagnostics, veterinary practice software and water microbiology testing, announced today the election of Sam Samad, the Senior Vice President and Chief Financial Officer of Illumina, Inc., as a member of the Company's Board of Directors, effective July 16, 2019.

"We are very pleased to welcome Sam to our Board of Directors," said Larry Kingsley, the Company's Independent Lead Director. "Sam's extensive financial expertise and international operational experience at innovative, R&D focused life science and health industry growth companies will be extremely valuable to IDEXX as we continue to advance the Company's Purpose to enhance the health and well-being of pets, people and livestock."

"IDEXX's focus on innovation in pet diagnostics and software has yielded strong financial returns," said Mr. Samad. "I am excited to join the Board of this dynamic company and look forward to working closely with the IDEXX directors and leadership team to achieve the Company's goals and continue to build long-term value for our shareholders."

Mr. Samad has served as the Senior Vice President and Chief Financial Officer of Illumina, Inc. since January 2017. Before joining Illumina, Mr. Samad held several senior leadership positions at Cardinal Health between November 2007 and January 2017, including Senior Vice President and Corporate Treasurer from February 2012 to January 2017, with leadership responsibility for Cardinal Health's China business. He was previously Senior Vice President and Chief Financial Officer for the pharmaceutical segment of Cardinal from 2009 to 2012, and Vice President, Healthcare Supply Chain Services. He also previously held finance roles at Eli Lilly and Pepsico Inc. Mr. Samad received his Bachelor of Business Administration degree from the American University of Beirut in Lebanon and his Master of Business Administration degree from McMaster University in Hamilton, Canada.

### **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 diagnostic tests and information for livestock and poultry and tests for the quality and safety of water and milk. Headquartered in Maine, IDEXX employs more than 8,000 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,” “project,” and similar words and expressions. These forward-looking statements are intended to provide our current expectation or forecasts of future events; are based on current estimates, projections, beliefs, and assumptions; and are not guarantees of future performance. Actual events or results may differ materially from those described in the forward-looking statements, 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 IDEXX pursuant to United States securities laws contain discussions of these risks and uncertainties. IDEXX 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 IDEXX’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) and via IDEXX’s website at [www.idexx.com](http://www.idexx.com)).*

Contact:

### **Investor Relations:**

John Ravis  
1-207-556-8155