

**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): **February 6, 2018**

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**000-33043**

(Commission File Number)

**94-3166458**

(IRS Employer  
Identification Number)

**590 East Middlefield Road  
Mountain View, CA 94043**

(Address of principal executive offices, including zip code)

**(650) 251-6100**

(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))

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**

On February 6, 2018, at a meeting of the Compensation Committee (the “Committee”) of the Board of Directors of Omnicell, Inc. (the “Company”), the Committee granted long-term equity compensation awards to the Company’s executive officers in the amounts set forth below.

Name	Title	Long-Term Equity Compensation		
		Stock Option Grant(1)	Restricted Stock Units (time based) (2)	Restricted Stock Units (performance based)(3)
Randall A. Lipps	Chairman, President and Chief Executive Officer	161,678	—	55,088
Peter J. Kuipers	Executive Vice President and Chief Financial Officer	45,120	10,169	11,530
J. Christopher Drew	President, North American Automation and Analytics	30,080	6,780	7,687
Robin G. Seim	President, Global Automation and Medication Adherence	51,136	11,525	13,067
Nhat H. Ngo	Executive Vice President, Marketing, Strategy and Business Development	36,096	8,136	9,224
Dan S. Johnston	Executive Vice President and Chief Legal & Administrative Officer	27,072	6,102	6,918
Jorge R. Taborga	Executive Vice President, Global Research & Development	27,072	6,102	6,918

- (1) The exercise price of each of the stock option grants is equal to the closing price of the Company’s stock on the date of grant, February 6, 2018, as reported on The NASDAQ Global Market, which was \$44.25 per share. The shares subject to each of the stock option grants vest as follows: 25% of the shares subject to the grant shall vest on the first anniversary of the vesting commencement date of such grants, February 6, 2019, with the remainder of the shares subject to the grant vesting in equal monthly installments over the following thirty-six months.
- (2) The time-based restricted stock unit awards vest on a semi-annual basis over a period of four years commencing on June 15, 2018.
- (3) The performance-based restricted stock unit awards vest as follows: 25% of the shares subject to the performance-based restricted stock unit awards shall vest, if at all, on the date of the Committee meeting in 2019 when the Committee reviews the Company stock performance objectives as compared to the NASDAQ Healthcare Index and certifies in writing the extent to which the objectives were met, with the remaining 75% of the shares subject to the performance-based restricted stock unit award vesting on a semi-annual basis over a period of thirty-six months commencing on June 15, 2019 only if and to the extent the Committee certifies in writing that the stock performance objectives were met. The actual number of shares that vest subject to the performance-based restricted stock units may be 0%, 50% or 100% of the numbers reflected above, depending upon the Company’s performance.

**SIGNATURE**

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.

**OMNICELL, INC.**

Dated: February 8, 2018

By: /s/ Dan S. Johnston

Dan S. Johnston

*Executive Vice President and Chief Legal & Administrative Officer*