

NATURAL ALTERNATIVES INTERNATIONAL INC  
Form 8-K  
December 12, 2013

**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): DECEMBER 6, 2013**

**000-15701**

**(Commission file number)**

**NATURAL ALTERNATIVES INTERNATIONAL, INC.**

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

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**Delaware**  
**(State of incorporation)**

**84-1007839**  
**(IRS Employer Identification No.)**

**1185 Linda Vista Drive**

**San Marcos, California 92078**  
**(Address of principal executive offices)**

**(760) 744-7340**  
**(Registrant's telephone number)**

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))

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

Our Annual Meeting of Stockholders was held on December 6, 2013. The following table sets forth the matters voted upon at the meeting and the results of the voting on each matter voted upon:

| <b>Matter Voted Upon</b>  | <b>Votes For</b> | <b>Withheld</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|------------------|-----------------|----------------------|--------------------|-------------------------|
| Election of two Class II directors to serve until the next annual meeting of stockholders held to elect Class II directors and until each such director's successor is elected and qualified: |                  |                 |                      |                    |                         |
| Alan G. Dunn  | 4,594,005        | 33,556          |                      | 260                | 2,112,567               |
| Lee G. Weldon   | 4,591,385        | 36,176          |                      | 260                | 2,112,567               |
| Ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2014  | 6,446,330        |                 | 48,987               | 245,071            |                         |
| Approval, on an advisory basis, of the compensation of the Company's named executive officers   | 4,519,856        |                 | 82,464               | 25,501             | 2,112,567               |

| <b>Matter Voted Upon</b>  | <b>3 Years</b> | <b>2 Years</b> | <b>1 Year</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|---|----------------|----------------|---------------|--------------------|-------------------------|
| Recommendation, by an advisory vote, for the frequency of future advisory votes on the compensation of the Company's named executive officers | 3,411,035      | 242,611        | 957,704       | 16,471             | 2,112,567               |

The named directors, a three-year frequency for advisory votes on compensation, and the other matters voted upon were each approved by the stockholders at the annual meeting.

**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.

**Natural Alternatives International, Inc.**

Date: December 10, 2013

By: /s/ Ken Wolf  
**Ken Wolf**  
**Chief Financial Officer**