

NEOGEN CORP  
Form 8-K  
October 06, 2017

**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) October 5, 2017**

**NEOGEN CORPORATION**

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

**MICHIGAN**  
**(State or other jurisdiction**  
**of incorporation)**

**0-17988**  
**(Commission**  
**File Number)**

**38-2367843**  
**(IRS Employer**  
**Identification No.)**

**620 Leshier Place Lansing, Michigan**  
**(Address of principal executive offices)**

**48912**  
**(Zip Code)**

**Registrant's telephone number, including area code 517-372-9200**

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

On October 5, 2017, Neogen Corporation (the Company) held its 2017 Annual Meeting of Shareholders. At the meeting 35,991,670 of the 38,201,867 shares outstanding and entitled to vote were present and voted. The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's Proxy Statement dated as of, and filed with Securities and Exchange Commission on, August 30, 2017. The voting results are as follows:

**Proposal 1 Election of Directors**

| Nominee          | For        | Withheld  |
|------------------|------------|-----------|
| James L. Herbert | 30,835,245 | 1,228,400 |
| G. Bruce Papesh  | 30,368,613 | 1,695,032 |
| Thomas H. Reed   | 31,577,008 | 486,637   |
| Darci L. Vetter  | 30,849,557 | 1,214,088 |

**Proposal 2 To Approve, by Non-Binding Vote, the Compensation of Executives**

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy materials.

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 31,782,719 | 164,454 | 116,189 | 3,928,308       |

**Proposal 3 Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm**

The shareholders ratified the appointment of BDO USA LLP as the Company's auditors for the fiscal year ending May 31, 2018.

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 35,772,822 | 162,620 | 56,227  | 0               |

**Proposal 4 To Approve, by Non-Binding Vote, the Frequency of Future Shareholder Advisory votes on Executive Compensation**

The shareholders approved, on an advisory basis, the Board's recommendation to hold the shareholder advisory vote on executive compensation annually.

| Annual     | Every 2 Years | Every 3 Years | Abstain | Broker Non-Vote |
|------------|---------------|---------------|---------|-----------------|
| 26,823,783 | 98,103        | 5,073,222     | 68,536  | 3,928,026       |

**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.

NEOGEN CORPORATION  
(Registrant)

Date: October 6, 2017

/s/ Steven J. Quinlan  
Steven J. Quinlan  
Vice President & CFO