

NATUS MEDICAL INC  
Form 8-K  
June 27, 2018

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): June 26, 2018

Natus Medical Incorporated  
(Exact name of registrant as specified in its charter)

000-33001  
(Commission File Number)

Delaware 77-0154833  
(State or other jurisdiction (I.R.S. Employer  
of Incorporation) Identification No.)  
6701 Koll Center Parkway, Suite 120  
Pleasanton, CA 94566  
(Address of principal executive offices)  
925-223-6700  
(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 ( 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 1953 (§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.      o



## ITEM 5.07. Submission of Matters to a Vote of Security Holders

On June 22, 2018, Natus Medical Incorporated (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”).

On June 26, 2018, American Election Services, the independent inspector of elections for the Annual Meeting, delivered its final vote tabulation that certified the voting results for each of the matters set forth below that were submitted to a vote at the Annual Meeting.

As of the close of business on May 7, 2018, the record date for the Annual Meeting, 34,069,930 shares of Company's common stock (“Common Stock”), were outstanding and entitled to vote. 30,829,073 share of Common Stock were voted in person or by proxy at the Annual Meeting, representing 90.49% of the shares entitle to be voted.

The final voting results for the Annual Meeting are as follows:

## Proposal 1: Election of Directors

| Nominee                             | For        |
|-------------------------------------|------------|
| Doris E. Engibous                   | 4,717,220  |
| Robert S. Weiss                     | 4,710,990  |
| Lisa Wipperman Heine (Voce Nominee) | 20,665,024 |
| Joshua H. Levine (Voce Nominee)     | 20,645,288 |

## Proposal 2: Ratification of KPMG as Auditors

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 30,260,977 | 57,098  | 510,998 | 818,888             |

## Proposal 3: Advisory Approval of the Company's Executive Compensation

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 22,092,056 | 7,446,567 | 471,562 | 818,888             |

## Proposal 4: Vote to Repeal Bylaw Amendments Adopted by the Company's Board of Directors After March 22, 2012

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 25,357,276 | 4,212,382 | 440,527 | 818,888             |

## Proposal 5: Vote to Remove Robert A. Gunst from the Board

| For       | Against    | Abstain | Broker<br>Non-Votes |
|-----------|------------|---------|---------------------|
| 7,108,317 | 13,590,574 | 323,611 | 818,888             |

## Proposal 6: Vote to Elect Marg G. Gilreath to Fill the Vacancy in the Board Caused by the Removal of Mr. Gunst

| For       | Against    | Abstain | Broker<br>Non-Votes |
|-----------|------------|---------|---------------------|
| 6,942,398 | 13,765,771 | 314,333 | 818,888             |

No other matters were considered or voted upon at the meeting.

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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.

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NATUS MEDICAL INCORPORATED

Date: June 26, 2018    By: /s/ JAMES B. HAWKINS  
James B. Hawkins  
President and Chief Executive Officer