

Edgar Filing: Integer Holdings Corp - Form 8-K

Integer Holdings Corp  
Form 8-K  
May 24, 2018

U.S. 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): May 22, 2018

INTEGER HOLDINGS CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware                                      1-16137                                      16-1531026  
(State or Other Jurisdiction of      (Commission File Number) (IRS Employer Identification No.)  
Incorporation)

2595 Dallas Parkway, Suite 310, Frisco, Texas 75034  
(Address of principal executive offices)                      (Zip Code)

Registrant's telephone number, including area code (214) 618-5243

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:

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)/

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

The 2018 Annual Meeting of Stockholders of Integer Holdings Corporation (the “Company”) was held on May 22, 2018. At the 2018 Annual Meeting, stockholders approved each of management’s proposals, which consisted of: (i) the election of ten (10) directors, all of whom were then serving as directors of the Company, for a term of one (1) year and until their successors are elected and qualified; (ii) the ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for fiscal year 2018; and (iii) the approval, on an advisory basis, of the compensation of the Company’s named executive officers.

The voting results for each proposal, including the votes for and against or withheld, and any abstentions or broker non-votes, are described below. Abstentions and broker non-votes (if applicable) were counted for purposes of determining whether a quorum was present, but were not treated as votes cast. Therefore, abstentions and broker non-votes did not have the effect of a vote for or against such proposal and were not counted in determining the number of votes required for approval. The following table reflects the tabulation of the votes with respect to each director who was elected at the 2018 Annual Meeting:

Name:	Shares FOR:	Shares WITHHELD:	Broker NON VOTE:
Pamela G. Bailey	25,854,311	583,843	2,001,174
Joseph W. Dziejczak	26,223,152	215,002	2,001,174
James F. Hinrichs	26,363,908	74,246	2,001,174
Jean Hobby	26,274,442	163,712	2,001,174
M. Craig Maxwell	26,279,925	158,229	2,001,174
Filippo Passerini	26,171,718	266,436	2,001,174
Bill R. Sanford	26,020,377	417,777	2,001,174
Peter H. Soderberg	25,883,210	554,944	2,001,174
Donald J. Spence	26,144,244	293,910	2,001,174
William B. Summers, Jr.	23,587,886	2,850,268	2,001,174

The following table reflects the tabulation of the votes with respect to the ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Integer Holdings Corporation for fiscal year 2018:

FOR: 27,921,183  
 AGAINST: 516,635  
 ABSTAINED: 1,510

The following table reflects the tabulation of the votes with respect to the approval, on an advisory basis, of the compensation of Integer Holdings Corporation’s named executive officers:

FOR: 24,679,520  
 AGAINST: 1,676,729  
 ABSTAINED: 81,905  
 Broker NON-VOTE: 2,001,174

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, thereunto duly authorized.

Date: May 24, 2018 INTEGER HOLDINGS CORPORATION

By: /s/ Timothy G. McEvoy

Name: Timothy G. McEvoy

Title: Senior Vice President, Secretary and General Counsel