

NAUTILUS, INC.
Form 8-K
May 09, 2016

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: May 4, 2016
(Date of earliest event reported)

NAUTILUS, INC.
(Exact name of registrant as specified in its charter)

Washington (State or other jurisdiction of incorporation)	001-31321 (Commission File Number)	94-3002667 (I.R.S. Employer Identification No.)
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17750 S.E. 6th Way
Vancouver, Washington 98683
(Address of principal executive offices and zip code)
(360) 859-2900
(Registrant's telephone number, including area code)

N/A
(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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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))

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Item 5.07 Matters Submitted to a Vote of Security Holders

On May 4, 2016 Nautilus, Inc. held its annual meeting of shareholders. At the annual meeting, the Company's shareholders (i) elected Ronald P. Badie, Bruce M. Cazenave, Richard A. Horn, M. Carl Johnson, III, Anne G. Saunders and Marvin G. Siegert to the Company's Board of Directors, each to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified, (ii) adopted a non-binding advisory resolution approving the Company's executive compensation, and (iii) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered accounting firm for the year ending December 31, 2016.

The following is a summary of the voting results for each matter submitted to the shareholders:

(1) Proposal to elect a Board of Directors consisting of six (6) members:

Name	Votes For	Votes Withheld	Broker Non-Votes
Ronald P. Badie	23,772,639	381,593	3,747,430
Bruce M. Cazenave	23,526,698	627,534	3,747,430
Richard A. Horn	23,725,722	428,510	3,747,430
M. Carl Johnson, III	23,542,287	611,945	3,747,430
Anne G. Saunders	23,776,155	378,077	3,747,430
Marvin G. Siegert	23,768,587	385,645	3,747,430

(2) Proposal to adopt a non-binding advisory resolution approving the Company's executive compensation:

For	Against	Abstain	Non-Votes
22,619,813	895,990	638,429	3,747,430

(3) Proposal to ratify the appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm:

For	Against	Abstain	Non-Votes
27,273,212	424,329	204,121	—

Item 8.01 Other Events

On May 4, 2016, Nautilus, Inc.'s Board of Directors authorized a \$10 million expansion of the Company's share repurchase program. Under the expanded program, shares of the Company's common stock may be repurchased from time to time over the next 24 months in open market transactions at prevailing prices, in privately negotiated transactions, or by other means in accordance with federal securities laws. Share repurchases will be funded from existing cash balances and repurchased shares will be retired and returned to unissued authorized shares.

The Company issued a press release on May 9, 2016 to announce the expansion of the program. A copy of the press release is furnished with this current report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibit is furnished herewith and this list is intended to constitute the exhibit index:

99.1 Nautilus, Inc. Press Release - May 9, 2016

SIGNATURE

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.

NAUTILUS, INC.

(Registrant)

May 9, 2016 By: /s/ Wayne M. Bolio

(Date)

Wayne M. Bolio

Senior Vice President, Law and Human Resources, General Counsel