

NUVASIVE INC  
Form 8-K  
May 03, 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): May 3, 2018

NuVasive, Inc.

(Exact name of registrant as specified in its charter)

Delaware                                      000-50744    33-0768598  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation)                              File Number) Identification Number)

7475 Lusk Boulevard, San Diego, California 92121  
(Address of principal executive offices) (Zip Code)

(858) 909-1800  
(Registrant's telephone number, including area code)

Not Applicable

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(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.

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

On May 3, 2018, NuVasive, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). The Company’s definitive proxy statement for the Annual Meeting was filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 22, 2018 and describes in detail each of the three proposed voting matters (the “Proposals”) submitted to the Company’s stockholders at the Annual Meeting. The final results for the votes cast with respect to each Proposal are set forth below.

As of March 13, 2018, the record date of the Annual Meeting, there were 51,257,817 outstanding shares of the Company’s common stock. At the Annual Meeting, a quorum of 47,159,892 shares of the Company’s common stock were represented in person or by proxy.

Proposal 1

The stockholders elected each of Vickie L. Capps and John A. DeFord, Ph.D. as a Class II director to hold office until the 2021 Annual Meeting of Stockholders, and in each case until their respective successors are duly elected and qualified, by the following vote:

| Nominee               | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|------------|---------------|-------------|------------------|
| Vickie L. Capps       | 43,313,792 | 166,685       | 50,069      | 3,629,346        |
| John A. DeFord, Ph.D. | 43,385,973 | 94,255        | 50,318      | 3,629,346        |

Proposal 2

The stockholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ended December 31, 2018 by the following vote:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 46,240,412 | 696,829       | 222,651     |

Proposal 3

The stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers for the fiscal year ended December 31, 2017, as disclosed in the Company’s proxy statement for the Annual Meeting pursuant to the compensation disclosure rules of the SEC, by the following vote:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 38,884,347 | 4,413,595     | 232,604     | 3,629,346        |

No other items were presented for stockholder approval 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.

NUVASIVE, INC.

Date: May 3, 2018 /s/ Rajesh Asarpota  
Rajesh Asarpota  
Executive Vice President and Chief Financial Officer