

PETMED EXPRESS INC
Form 8-K
July 31, 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): July 28, 2017

PetMed Express, Inc.
(Exact name of registrant as specified in its charter)

Florida **000-28827** **65-0680967**
(State or other
jurisdiction (Commission (I.R.S. Employer
of File Number) Identification No.)
incorporation)

420 South Congress Avenue, Delray Beach, FL 33445
(Address of principal executive offices) (Zip Code)

(561) 526-4444
(Registrant's telephone number, including area code)

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

PetMed Express, Inc. (the “Company”, “we”, or “our”) held its Annual Meeting of Stockholders in Ft. Lauderdale, Florida on July 28, 2017. Stockholders voted on the following proposals:

1. To elect five Directors to the Board of Directors for a one-year term expiring in 2018;
2. To conduct an advisory vote on named executive officer compensation;
3. To conduct an advisory vote to determine the frequency of stockholder advisory votes on named executive officer compensation;
4. To ratify the appointment of RSM US LLP, as the independent registered public accounting firm for the Company to serve for the 2018 fiscal year.

The proposals presented at the Annual Meeting of Stockholders are described in more detail in the Company’s Proxy Statement on Schedule 14A that was filed with the United States Securities and Exchange Commission on June 12, 2017.

As of June 1, 2017, the record date for the Annual Meeting of Stockholders, there were 20,525,524 shares of the Company’s common stock issued and outstanding and eligible to be voted at the Annual Meeting of Stockholders. A total of 19,029,277 shares were represented in person or by proxy at the Annual Meeting of Stockholders, which constituted a quorum to conduct business at the Annual Meeting of Stockholders.

With a majority of the outstanding shares voting either by proxy or in person, our stockholders approved all four proposals, with voting as follows:

Proposal 1:	For	Against	Abstain	Broker Non-Votes
Election of Directors:				
Menderes Akdag	13,196,298	-	82,176	5,750,114
Frank J. Formica	12,056,427	-	1,222,736	5,750,114
Gian M. Fulgoni	12,923,258	-	355,905	5,750,114
Ronald J. Korn	12,923,394	-	355,769	5,750,114
Robert C. Schweitzer	12,665,012	-	614,151	5,750,114

Proposal 2:

Approval of the advisory vote on the named executive officer compensation, as disclosed in the Company's Proxy Statement for the Annual Meeting of Stockholders.

Shares For	Shares Against	Abstain	Broker Non-Votes
6,574,436	6,310,075	394,644	5,750,122

Proposal 3:

Approval of the frequency of the stockholder advisory votes on named executive officer compensation, as disclosed in the Company's Proxy Statement for the Annual Meeting of Stockholders.

Shares For 1 Year	Shares For 2 Years	Shares For 3 Years	Broker Non-Votes
11,543,299	208,644	1,490,281	5,750,122

In accordance with the Board of Director's recommendation set forth in the Company's Proxy Statement for the Annual Meeting of Stockholders, and consistent with the stated preference of the majority of the Company's stockholders, on June 28, 2017 the Board of Directors determined that the frequency of future advisory stockholder votes on named executive officer compensation will be conducted every year until the next required advisory stockholder vote on when frequency is held. The next advisory stockholder vote regarding the frequency of future advisory stockholder votes on named executive officer compensation is required to occur no later than the Company's 2023 Annual Meeting of Stockholders.

Proposal 4:

To ratify the appointment of RSM US LLP as the independent registered public accounting firm for the Company to serve for the 2018 fiscal year.

Shares For	Shares Against	Abstain
18,776,919	190,140	62,218

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.

Dated: July 31, 2017

PETMED EXPRESS, INC.

By: /s/ Bruce S. Rosenbloom

Name: Bruce S. Rosenbloom

Title: Chief Financial Officer