

CRYOLIFE INC
Form 8-K
May 25, 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 23, 2018

CRYOLIFE, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Florida | 1-13165 | 59-2417093 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1655 Roberts Boulevard, N.W., Kennesaw, Georgia 30144
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (770) 419-3355

(Former name or former address, if changed since last report)

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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.

Section 5 Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

At CryoLife, Inc.'s (the "Company" or "CryoLife") 2018 Annual Meeting of Stockholders held on May 23, 2018 (the "Annual Meeting"), CryoLife's stockholders elected each individual that was nominated for election as director of the Company to serve until the next annual meeting or until their successors are elected and have been qualified. The stockholders also (i) approved, by non-binding vote, the compensation paid to CryoLife's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, (ii) approved the addition of 1.9 million shares to the CryoLife, Inc. Equity and Cash Incentive Plan, and (iii) ratified the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2018.

The final results of the voting on each matter of business at the 2018 Annual Meeting are as follows:

Election of Directors

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|------------|----------------|------------------|
| Thomas F. Ackerman | 29,795,524 | 662,581 | 4,331,078 |
| Daniel J. Bevevino | 29,052,513 | 1,405,592 | 4,331,078 |
| James W. Bullock | 30,015,966 | 442,139 | 4,331,078 |
| Jeffrey H. Burbank | 30,252,874 | 205,231 | 4,331,078 |
| J. Patrick Mackin | 30,032,297 | 425,808 | 4,331,078 |
| Ronald D. McCall, Esq. | 27,301,439 | 3,156,666 | 4,331,078 |
| Harvey Morgan | 30,124,944 | 333,161 | 4,331,078 |
| Jon W. Salveson | 27,584,336 | 2,873,769 | 4,331,078 |

Approval, by non-binding vote of the compensation paid to CryoLife's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion.

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 26,017,748 | 4,274,332 | 166,025 | 4,331,078 |

Approval of the addition of 1.9 million shares to the CryoLife, Inc. Equity and Cash Incentive Plan.

| Votes For | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 25,612,584 | 4,653,867 | 191,654 | 4,331,078 |

Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the Company for the year ending December 31, 2018.

| Votes For | Votes Against | Votes Abstain |
|------------|---------------|---------------|
| 34,289,633 | 481,979 | 17,571 |

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, CryoLife, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CRYOLIFE, INC.

Date: May 25, 2018

By: /s/ Jean F. Holloway

Name: Jean F. Holloway

Title: Senior Vice President, General Counsel, Chief Compliance Officer, and Secretary