

NEOGEN CORP  
Form 8-K  
October 05, 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) October 4, 2018**

**NEOGEN CORPORATION**

**(Exact name of registrant as specified in its charter)**

**MICHIGAN**  
**(State or other jurisdiction**

**of incorporation)**

**620 Lesher Place Lansing, Michigan**

**0-17988**  
**(Commission**

**File Number)**

**38-2367843**  
**(IRS Employer**

**Identification No.)**

**48912**

(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code 517-372-9200

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 (§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.

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

On October 4, 2018, Neogen Corporation (the Company) held its 2018 Annual Meeting of Shareholders. At the meeting 48,080,133 of the 51,833,882 shares outstanding and entitled to vote were present and voted. The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's Proxy Statement dated as of, and filed with Securities and Exchange Commission on, August 28, 2018. The voting results are as follows:

**Proposal 1 Election of Directors**

| Nominee                | For        | Withheld  |
|------------------------|------------|-----------|
| James C. Borel         | 42,531,954 | 454,606   |
| Ronald D. Green, Ph.D. | 39,509,603 | 3,476,957 |
| Darci L. Vetter        | 42,553,883 | 432,677   |

**Proposal 2 To Approve an Amendment to the Company's Restated Articles of Incorporation, as Amended, to Increase the Number of Authorized Shares of Common Stock**

The shareholders approved the amendment to the Company's Restated Articles of Incorporation to increase the number of authorized shares of common stock.

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 46,722,766 | 1,267,012 | 60,590  | 29,765          |

**Proposal 3 To Approve the Establishment of the Neogen Corporation 2018 Omnibus Incentive Plan**

The shareholders approved the establishment of the Neogen Corporation 2018 Omnibus Incentive Plan.

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 39,730,261 | 3,179,374 | 76,924  | 5,093,574       |

**Proposal 4 To Approve, by Non-Binding Vote, the Compensation of Executives**

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy materials.

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 42,346,181 | 502,855 | 137,523 | 5,093,574       |

**Proposal 5 Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm**

The shareholders ratified the appointment of BDO USA LLP as the Company's auditors for the fiscal year ending May 31, 2019.

| For | Against | Abstain | Broker Non-Vote |
|-----|---------|---------|-----------------|
|-----|---------|---------|-----------------|

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47,775,169

179,132

125,832

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**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.

Date: October 5, 2018

NEOGEN CORPORATION

(Registrant)

/s/ Steven J. Quinlan  
Steven J. Quinlan  
Vice President & CFO