

PRGX GLOBAL, INC.  
Form 8-K  
July 02, 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**

**June 26, 2018**

**Date of Report (Date of earliest event reported)**

**PRGX Global, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Georgia**

**(State or Other Jurisdiction of Incorporation)**

**0-28000**  
**(Commission File Number)**

**58-2213805**  
**(IRS Employer Identification No.)**

**600 Galleria Parkway, Suite 100, Atlanta, Georgia**

**30339-5949**

(Address of Principal Executive Offices) (Zip Code)

(Zip Code)

770-779-3900

(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 (§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.**

At the 2018 annual meeting of shareholders of PRGX Global, Inc. ( PRGX or the Company), held on June 26, 2018 (the Annual Meeting ), the Company s shareholders approved all proposals recommended by the Board of Directors of the Company as described in PRGX s proxy statement dated May 4, 2018.

With respect to Proposal 1 (election of two Class I directors and one Class II director to serve until the annual meetings of shareholders to be held in 2021 and 2019, respectively, or until their successors are elected and qualified), the nominees were elected by the following votes:

<b>Director</b>	<b>Shares For</b>	<b>Shares Withheld</b>	<b>Broker Non-Votes</b>
Gregory J. Owens	13,143,227	333,568	3,009,007
Joseph E. Whitters	13,171,670	305,125	3,009,007
Matthew A. Drapkin	13,170,223	306,572	3,009,007

The Company s other continuing directors, Mylle H. Mangum, Ronald E. Stewart, Kevin S. Costello and William F. Kimble, did not stand for election at the Annual Meeting. The term of the continuing directors currently serving in Class II, Mrs. Mangum and Mr. Stewart, will expire at the 2019 annual meeting of shareholders. The term of the continuing directors currently serving in Class III, Messrs. Costello and Kimble, will expire at the 2020 annual meeting of shareholders.

With respect to Proposal 2 (to ratify BDO USA, LLP as the Company s independent registered public accounting firm for fiscal year 2017), 16,456,877 shares, or 99.98% of the votes cast, voted for the proposal, 2,517 shares voted against the proposal, and 26,408 shares abstained from voting on the proposal.

With respect to Proposal 3 (a non-binding advisory vote to approve the Company s executive compensation), 13,275,837 shares, or 98.56% of the votes cast, voted for the proposal, 193,693 shares voted against the proposal, 7,265 shares abstained from voting on the proposal, and there were 3,009,007 broker non-votes.

**SIGNATURES**

Pursuant to the requirements of Section 12 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.

**PRGX Global, Inc.**

By: /s/ Victor A. Allums  
Victor A. Allums  
Senior Vice President, Secretary and  
General Counsel

Dated: July 2, 2018