

SIMULATIONS PLUS INC
Form 8-K
February 26, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

February 22, 2019

(Date of the earliest event reported)

Simulations Plus, Inc.

(Exact name of registrant as specified in its charter)

California

001-32046

95-4595609

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

42505 10th Street West, Lancaster, California 93534-7059

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(Address of principal executive offices) (Zip Code)

661-723-7723

Registrant's telephone number, including area code

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:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14z-12 under Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under 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 February 22, 2019, Simulations Plus, Inc., a California corporation (the "Company"), held its annual meeting of shareholders (the "Annual Meeting"). The following proposals were submitted to a vote of security holders at the meeting.

1. **Proposal No. 1:** To elect to the Board of Directors five (5) directors, to serve until the next Annual Meeting of Shareholders of the Company or until their successors are elected and qualified, subject to prior death, resignation or removal.

2. **Proposal No. 2:** To ratify the appointment of Rose, Snyder and Jacobs as our independent registered public accounting firm for the Company for the fiscal year ending August 31, 2019.

3. **Proposal No. 3:** To amend the Company's Bylaws to increase the range of authorized directors to not less than five (5) nor more than nine (9).

The above proposals were approved and the results of the balloting at the meeting are summarized in the following tables.

Proposal	Votes For	Votes Against	Votes Abstaining	Votes Withheld	Broker-Non	Total
(1) Walter Woltosz	12,393,844	-		202,102	3,963,955	16,559,901
(1) Dr. Thaddeus H. Grasela	12,394,361	-		201,585	3,963,955	16,559,901
(1) Dr. John K. Paglia	12,445,629	-		150,317	3,963,955	16,559,901
(1) Dr. David Ralph	11,545,409	-		1,050,537	3,963,955	16,559,901
(1) Dr. Daniel Weiner	12,467,991	-		127,955	3,963,955	16,559,901
(2) Appointment of Rose, Snyder and Jacobs llp	16,375,682	168,874	15,345			16,559,901
(3) To amend bylaws to increase range of authorized directors	12,299,603	284,250	12,093		3,963,955	16,559,901

(a) Total Proxy Shares on record date on December 31, 2018, 17,459,770 out of which 16,559,901 shares were reported.

Item 8.01

Other Events

On February 22, 2019, the Company held its annual meeting of shareholders. A copy of the PowerPoint presentation for the meeting is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

This report on Form 8-K (the "Report"), including the disclosures set forth herein, contains certain forward-looking statements that involve substantial risks and uncertainties. When used herein, the terms "anticipates," "expects," "estimates," "believes" and similar expressions, as they relate to us or our management, are intended to identify such forward-looking statements.

Forward-looking statements in this Report or hereafter, including in other publicly available documents filed with the Securities and Exchange Commission (the "Commission"), reports to the stockholders of Simulations Plus, Inc., a California corporation (the "Company" or "us," "our" or "we") and other publicly available statements issued or released by us involve known and unknown risks, uncertainties and other factors which could cause our actual results, performance (financial or operating) or achievements to differ from the future results, performance (financial or operating) or achievements expressed or implied by such forward-looking statements. Such future results are based upon management's best estimates based upon current conditions and the most recent results of operations. These risks include, but are not limited to, the risks set forth herein and in such other documents filed with the Commission, each of which could adversely affect our business and the accuracy of the forward-looking statements contained herein. Our actual results, performance or achievements may differ materially from those expressed or implied by such forward-looking statements.

Item 9.01

Financial Statements and Exhibits

(c) Exhibits

99.1

PowerPoint Presentation on February 22, 2019.

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 thereunto duly authorized.

SIMULATIONS PLUS, INC.

Dated: February 26, 2019 By: /s/ John R. Kneisel
John R. Kneisel
Chief Financial Officer

