

NATUS MEDICAL INC  
Form 8-K  
June 10, 2015

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): June 10, 2015

---

Natus Medical Incorporated  
(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction  
of incorporation)

000-33001  
(Commission  
File Number)

77-0154833  
(IRS Employer  
Identification No.)

6701 Koll Center Parkway Suite 120 Pleasanton, CA 94566  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (925) 223-6700

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))



ITEM 5.07. Submission of Matters to a Vote of Security Holders

On June 4, 2015, Natus Medical Incorporated (the “Company”) held its annual meeting of stockholders. At this meeting, William M. Moore and Doris E. Engibous were re-elected to serve on the Board of Directors for a three-year term until 2018. Additionally, shareholders ratified the appointment of KPMG as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015, provided advisory approval of the Company’s named executive officer compensation, and approved the Company’s Cash Incentive Program.

Proposal 1: Election of Directors

Nominee

|                   | For        | Against   | Abstain | Broker<br>Non-Votes |
|-------------------|------------|-----------|---------|---------------------|
| Doris E. Engibous | 26,204,741 | 1,476,394 | 47,957  | 3,068,733           |
| William M. Moore  | 18,532,871 | 9,148,287 | 47,934  | 3,068,733           |

Proposal 2: Ratification of KPMG as Auditors

| For        | Against | Abstain |
|------------|---------|---------|
| 29,994,497 | 16,377  | 786,951 |

Proposal 3: Advisory Approval of the Company’s Executive Compensation

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 26,037,144 | 1,403,526 | 288,422 | 3,068,733           |

Proposal 4: Approval of the Company’s Cash Incentive Plan

| For        | Against   | Abstain | Broker<br>Non-Votes |
|------------|-----------|---------|---------------------|
| 18,858,966 | 8,592,265 | 277,861 | 3,068,733           |

No other matters were considered or voted upon at the meeting.

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.



NATUS MEDICAL INCORPORATED

Date: June 10, 2015

By: /s/ Jonathan A. Kennedy  
Jonathan A. Kennedy  
Senior Vice President Finance & Chief Financial  
Officer