

PETMED EXPRESS INC
Form 8-K
August 01, 2016

**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): July 29, 2016

PetMed Express, Inc.

(Exact name of registrant as specified in its charter)

Florida

(State or other
jurisdiction
of incorporation)

000-28827

(Commission
File Number)

65-0680967

(I.R.S. Employer
Identification No.)

1441 S.W. 29th Avenue, Pompano Beach, FL 33069

(Address of principal executive offices) (Zip Code)

(954) 979-5995

(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)

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- “ 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.

PetMed Express, Inc. (the Company, we, or our) held its Annual Meeting of Stockholders in Ft. Lauderdale, Florida on July 29, 2016. Stockholders voted on the following proposals:

1.

To elect five Directors to the Board of Directors for a one-year term expiring in 2017;

2.

To conduct an advisory (non-binding) vote on executive compensation;

3.

To ratify the appointment of RSM US LLP, as the independent registered public accounting firm for the Company to serve for the 2017 fiscal year; and

4.

To approve the 2016 Employee Equity Restricted Stock Plan;

With a majority of the outstanding shares voting either by proxy or in person, our stockholders approved four of the five proposals, with voting as follows:

Proposal 1:

Election of Directors:

| | For | Abstain/Withhold | Broker Non-Vote |
|----------------------|------------|------------------|-----------------|
| Menderes Akdag | 11,965,847 | 133,176 | 6,104,392 |
| Frank J. Formica | 11,868,018 | 231,005 | 6,104,392 |
| Gian M. Fulgoni | 11,806,028 | 292,995 | 6,104,392 |
| Ronald J. Korn | 11,793,449 | 305,574 | 6,104,392 |
| Robert C. Schweitzer | 11,371,806 | 727,217 | 6,104,392 |

Proposal 2:

Approval of the compensation of the named executive officers, as disclosed in the Company's Proxy Statement for the Annual Meeting of Stockholders (advisory non-binding vote).

| Shares For | Shares Against | Abstain | Broker Non-Vote |
|------------|----------------|---------|-----------------|
| 7,630,326 | 4,267,933 | 200,754 | 6,104,402 |

Proposal 3:

To ratify the appointment of RSM US LLP as the independent registered public accounting firm for the Company to serve for the 2017 fiscal year.

| Shares For | Shares Against | Abstain | Broker Non-Vote |
|------------|----------------|---------|-----------------|
| 17,898,839 | 212,265 | 92,311 | 0 |

Proposal 4:

To approve the 2016 Employee Equity Compensation Restricted Stock Plan

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

11,480,078

542,277

76,666

6,104,394

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.

Dated: August 1, 2016

PETMED EXPRESS, INC.

By: /s/ Bruce S. Rosenbloom
Name: Bruce S. Rosenbloom
Title: Chief Financial Officer