

BioCardia, Inc.
Form 8-K
June 21, 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)

June 15, 2018

BioCardia, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

0-21419

(Commission File Number)

23-2753988

(IRS Employer
Identification No.)

incorporation)

125 Shoreway Road, Suite B

San Carlos, California 94070

(Address of principal executive offices, including zip code)

(650) 226-0120

(Registrant's telephone number, including area code)

(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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 June 15, 2018, BioCardia, Inc. (the “**Company**”) held its 2018 Annual Meeting of Stockholders (the “**Annual Meeting**”). Present at the Annual Meeting in person or by proxy were holders of 25,151,305 shares of the Company’s common stock, representing 65.77% of the voting power of the shares of the Company’s common stock as of April 20, 2018, the record date for the Annual Meeting, and constituting a quorum for the transaction of business. The matters before the annual meeting are described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission on April 27, 2018.

Proposal 1 – Election of Directors. The following nominees were elected as Class II directors to serve until the 2021 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified:

| Nominee | Votes For | Votes Withheld | Broker Non-votes |
|---------------------------|------------------|-----------------------|-------------------------|
| Thomas Quertermous, M.D. | 18,862,862 | 12,794 | 6,275,649 |
| Allan R. Tessler | 18,862,862 | 12,794 | 6,275,649 |
| Richard C. Pfenniger, Jr. | 18,862,862 | 12,794 | 6,275,649 |

Proposal 2 – Ratification of the Appointment of Independent Registered Public Accounting Firm. The appointment of KPMG LLP as the Company’s independent registered public accounting firm for its fiscal year ending December 31, 2018 was ratified.

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------------|----------------------|--------------------|-------------------------|
| 24,864,385 | 279,832 | 7,088 | --- |

Proposal 3 – Approval of the Company’s Executive Compensation. The Company’s executive compensation was approved.

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|------------------|----------------------|--------------------|-------------------------|
|------------------|----------------------|--------------------|-------------------------|

18,806,989 65,904

2,763

6,275,649

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.

BIOCARDIA, INC.

By: /s/ Peter Altman
Peter Altman

Chief Executive Officer

Date: June 21, 2018