

NOVANTA INC  
Form 8-K  
May 14, 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):

May 10, 2018

Novanta Inc.

(Exact name of Registrant as Specified in Its Charter)

New Brunswick, Canada  
(State or Other Jurisdiction

of Incorporation)

125 Middlesex Turnpike

Bedford, Massachusetts

001-35083

(Commission File Number) Identification No.)

98-0110412

(IRS Employer

01730

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 266-5700

N/A

(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 Instructions 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

On May 10, 2018, Novanta Inc. (the “Company”) held its Annual Meeting of Shareholders. A total of 33,420,309 common shares were present or represented by proxy at the meeting, representing approximately 96.35 percent of the Company’s common shares outstanding as of March 29, 2018, the record date for the meeting. The following are the voting results on the proposals considered and voted upon at the meeting, all of which were described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 6, 2018.

Item 1 — Election of directors for a term of office expiring on the date of the annual meeting of shareholders in 2019, until his successor is elected or appointed, or until his earlier death, resignation or removal.

| NOMINEE            | Votes FOR  | Votes WITHHELD | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Stephen W. Bershad | 29,691,782 | 682,708        | 3,045,819        |
| Lonny J. Carpenter | 30,279,853 | 94,637         | 3,045,819        |
| Dennis J. Fortino  | 28,257,135 | 2,117,355      | 3,045,819        |
| Matthijs Glastra   | 30,021,391 | 353,099        | 3,045,819        |
| Brian D. King      | 30,021,804 | 352,686        | 3,045,819        |
| Ira J. Lamel       | 29,980,372 | 394,118        | 3,045,819        |
| Dominic A. Romeo   | 30,021,752 | 352,738        | 3,045,819        |
| Thomas N. Secor    | 29,691,644 | 682,846        | 3,045,819        |

Item 2 — Approval, on an advisory basis, of the Company’s executive compensation.

| Votes FOR  | Votes AGAINST | Votes ABSTAINED | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 30,006,791 | 340,301       | 27,398          | 3,045,819        |

Item 3 — Appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm to serve until the 2019 annual meeting of shareholders.

| Votes FOR  | Votes AGAINST | Votes ABSTAINED | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 33,380,581 | 29,712        | 10,016          | -                |

Based on the foregoing votes, each of the eight nominees for director was elected and Items 2 and 3 were approved.



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.

Novanta Inc.  
(Registrant)

Date: May 14, 2018 By: /s/ Robert J. Buckley  
Robert J. Buckley  
Chief Financial Officer