

BIO-TECHNE Corp

Form 8-K

October 31, 2016

**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): October 27, 2016

**BIO-TECHNE CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Minnesota**

(State or Other Jurisdiction of Incorporation)

**0-17272**

(Commission File Number)

**41-1427402**

(I.R.S. Employer

Identification No.)

**614 McKinley Place NE**

Minneapolis, MN 55413

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(612) 379-8854**

**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 obligations 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 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**

A quorum was present at the Annual Meeting with 35,448,948 shares represented personally or by proxy, which represent approximately 95% of the outstanding shares of the Company's common stock. The voting results at the Annual Meeting were as set forth below.

Proposal No. 1 – The shareholders voted to set the number of directors at nine:

**For**            **Against** **Abstain** **Broker Non-Vote**

35,229,857 86,535 132,556 N/A

Proposal No. 2 – The shareholders elected each of the nominees to the Board of Directors:

|                                | <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker<br/>Non-Vote</u></b> |
|--------------------------------|-------------------|-----------------------|-----------------------|-----------------------------------|
| Charles R. Kummeth             | 33,478,456        | 351,012               | 28,630                | 1,590,850                         |
| Robert V. Baumgartner          | 32,512,047        | 1,317,448             | 28,603                | 1,590,850                         |
| Roger C. Lucas, Ph.D.          | 33,432,907        | 396,565               | 28,626                | 1,590,850                         |
| Randolph C. Steer, M.D., Ph.D. | 32,527,452        | 420,501               | 910,145               | 1,590,850                         |
| Charles A. Dinarello, M.D.     | 33,523,056        | 306,620               | 28,442                | 1,590,850                         |
| Karen A. Holbrook, Ph.D.       | 32,597,615        | 350,879               | 909,604               | 1,590,850                         |
| John L. Higgins                | 32,639,297        | 308,221               | 910,580               | 1,590,850                         |
| Roeland Nusse, Ph.D.           | 33,495,894        | 333,577               | 28,627                | 1,590,850                         |
| Harold J. Wiens                | 32,654,498        | 292,527               | 911,073               | 1,590,850                         |

Each nominee was elected by a majority voting standard defined in the Amended and Restated Articles of Incorporation.

Proposal No. 3 – The shareholders adopted a non-binding resolution approving the compensation of the Company's named executive officers, as described in the Company's Proxy Statement for the Annual Meeting:

**For**      **Against**   **Abstain**   **Broker Non-Vote**

25,044,193 7,525,474 1,288,431 1,590,850

Proposal No. 4 – The shareholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2016.

**For**      **Against** **Abstain** **Broker Non-Vote**

34,782,300 633,218 33,430 N/A

**SIGNATURE**

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: October 31, 2016

**BIO-TECHNE CORPORATION**

/s/ Brenda S. Furlow  
Brenda S. Furlow  
Senior Vice President, General  
Counsel and Secretary