

SUNLINK HEALTH SYSTEMS INC

Form 8-K

November 16, 2017

**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 and Exchange Act of 1934**

**Date of Report (Date of earliest event reported) November 13, 2017**

**SUNLINK HEALTH SYSTEMS, INC.**

**(Exact Name Of Registrant As Specified In Charter)**

**Ohio**  
**(State or other Jurisdiction**

**of Incorporation)**

**900 Circle 75 Parkway, Suite 1120, Atlanta, Georgia**

**1-12607**  
**(Commission**

**File Number)**

**31-0621189**  
**(IRS Employer**

**Identification No.)**

**30339**

(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code (770) 933-7000

(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 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**

The following matters were submitted to a vote of common shareholders at the 2017 annual meeting of stockholders of SunLink Health Systems, Inc. (the Company) held on November 7, 2017:

**Election of Directors**

Management's nominees for election to the board of directors, as listed in the Company's proxy statement, were elected for two-year terms; with the results of the voting as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Against</b>	<b>Broker Non-Votes</b>
Robert M. Thornton, Jr.	5,125,353	350,541	0	1,770,108
Dr. Steven J. Baileys	5,188,639	287,255	0	1,770,108
Gene E. Burluson	5,189,009	286,885	0	1,770,108

As indicated in the table above, Robert M. Thornton, Jr., Dr. Steven J. Baileys and Gene E. Burluson were elected as directors for terms expiring at the 2019 annual meeting of shareholders. The terms of the following incumbent directors continue until the 2018 annual meeting of shareholders: Karen B. Brenner, C. Michael Ford, Christopher H. B. Mills and Howard E. Turner.

Management also proposed: (i) a non-binding advisory vote on executive compensation, (ii) a non-binding advisory vote on the frequency of the vote on executive compensation, and (iii) the ratification of the appointment of the Company's independent auditors for the 2018 fiscal year. The table below summarizes the results of the voting on these proposals by the Company's stockholders:

**Approval of a non-binding advisory resolution relating to the compensation of the Company's Named Executive Officers.**

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
5,286,874	155,635	33,385	1,770,108

As indicated in the above table, the proposal to approve executive compensation was approved.

**Approval of a non-binding advisory resolution on the frequency (every one, two or three years) of the non-binding vote to approve the compensation of the Company's Named Executive Officers.**

<b>Every Year</b>	<b>Every Two Years</b>	<b>Every Three Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
2,822,034	341,815	2,306,822	5,223	1,770,108

As indicated in the above table, the proposal was approved to hold such advisory vote every year.

**Ratification of the appointment of Cherry Bekaert LLP as the Company's Independent Registered Public Accounting Firm.**

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
7,241,025	1,475	3,502	1,770,108

As indicated in the above table, the proposal to ratify the appointment of the Company's independent auditors for the 2018 fiscal year was approved.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

SUNLINK HEALTH SYSTEMS, INC.

By: /s/ Mark J. Stockslager  
Name: Mark J. Stockslager  
Title: Chief Financial Officer

Dated: November 16, 2017