

MARRONE BIO INNOVATIONS INC  
Form 8-K  
December 18, 2015

**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): December 18, 2015 (December 17, 2015)**

**MARRONE BIO INNOVATIONS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36030**  
**(Commission**

**File Number)**

**20-5137161**  
**(I.R.S. Employer**

**Identification No.)**

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**1540 Drew Avenue, Davis, CA**  
**(Address of principal executive offices)**

**95618**  
**(Zip Code)**

**Registrant's telephone number, including area code: (530) 750-2800**

**(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On December 17, 2015, we held our Annual Meeting of Stockholders (the Annual Meeting ) in Davis, California. Of the 24,464,582 shares of common stock outstanding and entitled to vote at the Annual Meeting, 20,486,594 shares were present at the Annual Meeting either in person or by proxy, constituting a quorum of 83.73%. Our stockholders considered and voted on the following proposals at the Annual Meeting:

- (i) The holders of the our common stock elected two nominees to serve as Class II directors for three-year terms, ending at the time of the 2018 Annual Meeting of Stockholders (or until a successor is duly elected and qualified) pursuant to our Bylaws and the applicable laws of the State of Delaware.

The results of the voting were as follows:

<b>Name of Director</b>	<b>VOTES FOR</b>	<b>VOTES WITHHELD</b>	<b>BROKER NON-VOTES</b>
Timothy Fogarty	11,737,390	2,943,306	5,805,898
Richard Rominger	14,188,609	492,087	5,805,898

- (ii) The holders of the our common stock ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015.

The results of the voting were as follows:

VOTES FOR:	17,592,483
VOTES AGAINST:	2,710,806
VOTES ABSTAINED:	183,305

**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.

**MARRONE BIO INNOVATIONS, INC.**

Dated: December 18, 2015

By: /s/ Linda V. Moore

Linda V. Moore

Vice President, General Counsel and Secretary