

SUNLINK HEALTH SYSTEMS INC

Form 8-K

November 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 and Exchange Act of 1934**

**Date of Report (Date of earliest event reported) November 12, 2018**

**SUNLINK HEALTH SYSTEMS, INC.**

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

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

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

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

**of Incorporation)**

**File Number)**

**Identification No.)**

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

**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 2018 annual meeting of stockholders of SunLink Health Systems, Inc. (the Company) held on November 11, 2018:

## **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<br/>Non-Votes</b> |
|-------------------------|------------|-----------------|----------------|-----------------------------|
| C. Michael Ford         | 2,750,274  | 268,258         | 0              | 3,271,136                   |
| Christopher H. B. Mills | 2,630,678  | 387,854         | 0              | 3,271,136                   |
| Howard E. Turner        | 2,750,272  | 268,260         | 0              | 3,271,136                   |

As indicated in the table above, C. Michael Ford, Christopher H. B. Mills and Howard E. Turner were elected as directors for terms expiring at the 2020 annual meeting of shareholders. Karen B. Brenner, whose current term of directorship ended at the 2018 annual meeting, did not stand for re-election at the annual meeting of 2018. The terms of the following incumbent directors continue until the 2019 annual meeting of shareholders: Robert M. Thornton, Jr., Dr. Steven J. Baileys and Gene E. Burleson.

Management also proposed the ratification of the appointment of the Company's independent auditors for the 2019 fiscal year. The table below summarizes the results of the voting on these proposals by the Company's stockholders:

## **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> |
|------------|----------------|--------------------|
| 6,216,639  | 426            | 72,603             |

As indicated in the above table, the proposal to ratify the appointment of the Company's independent auditors for the 2019 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 14, 2018