

MGC DIAGNOSTICS Corp  
Form 8-K  
March 17, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): **March 16, 2016**

**MGC Diagnostics Corporation**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation)

**001-13543**

(Commission File Number)

**41-1579150**

(IRS Employer Identification No.)

**350 Oak Grove Parkway**

**Saint Paul, Minnesota**

(Address of principal executive offices) (Zip Code)

**55127-8599**

**(651) 484-4874**

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(Registrant's telephone number, including area code)

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))

Section 5 – Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

On March 16, 2016, MGC Diagnostics Corporation (the “Company”) held its 2016 Annual Meeting of Shareholders (the “Annual Meeting”). Of the 4,337,072 shares of the Company’s common stock outstanding and eligible to vote at the Annual Meeting, 3,119,660 shares were present either in person or by proxy.

The following describes the matters considered by the Company’s shareholders at the Annual Meeting and the results of the votes cast at the meeting:

**Proposal 1.** To elect six directors of the Company to hold office until the next Annual Meeting of Shareholders or until their respective successors have been elected and qualified.

| <u>Nominee</u>        | <u>For</u> | <u>Withhold</u> | <u>Broker Non-Vote</u> |
|-----------------------|------------|-----------------|------------------------|
| Mark W. Sheffert      | 1,453,777  | 136,602         | 1,529,281              |
| John R. Baudhuin      | 1,453,777  | 136,602         | 1,529,281              |
| Terrence W. Bunge     | 1,453,978  | 136,401         | 1,529,281              |
| Wendy D. Lynch, Ph.D. | 1,479,072  | 111,307         | 1,529,281              |
| Robert E. Munzenrider | 1,453,227  | 137,152         | 1,529,281              |
| Hendrik Struik        | 1,488,219  | 102,160         | 1,529,281              |

**Proposal 2.** To ratify the appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm for the Company for the fiscal year ending October 31, 2016.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 3,109,165  | 7,432          | 3,063          |

**Proposal 3.** To cast an advisory vote approving the Company’s executive compensation.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 1,556,462  | 26,034         | 7,883          | 1,529,281              |

**Proposal 4.** To approve amendments to the Company’s 2007 Stock Incentive Plan.

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Vote</u></b> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 1,560,070         | 25,855                | 4,454                 | 1,529,281                     |

As a result, the shareholders elected each nominee as a director of the Company, ratified the appointment of Baker Tilly Virchow Krause, LLP as independent registered public accounting firm for the Company for the year ending October 31, 2016, approved the Company's executive compensation and approved amendments to the Company's 2007 Stock Incentive Plan.

**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.

**MGC DIAGNOSTICS  
CORPORATION**

Dated: March 17, 2016 By: /s/ Wesley W. Winnekins  
Wesley W. Winnekins  
Chief Financial Officer

