

HEALTHSTREAM INC  
Form 8-K  
June 04, 2014

**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): June 4, 2014 (May 29, 2014)**

**HealthStream, Inc.**

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

**Tennessee**  
**(State or Other Jurisdiction**

**000-27701**  
**(Commission**

**62-1443555**  
**(I.R.S. Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**209 10th Avenue South, Suite 450, Nashville, Tennessee 37203**

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**(Address of principal executive offices) (Zip Code)**

**(615) 301- 3100**

**(Registrant's telephone number, including area code)**

**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 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 May 29, 2014, HealthStream, Inc. (the Company) held its annual meeting of shareholders (the Annual Meeting). The final voting results of the proposals which were described in more detail in the proxy statement filed with the Securities and Exchange Commission on April 18, 2014, are set forth below.

- (1) Election of three directors in Class II for a term of three years and until their successors are duly elected and qualified:

|                    | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON VOTES</b> |
|--------------------|------------|-----------------|-----------------------------|
| Jeffrey L. McLaren | 15,767,818 | 6,549,362       | 4,162,140                   |
| Linda Rebrovick    | 21,092,966 | 1,224,214       | 4,162,140                   |
| Michael Shmerling  | 22,269,157 | 48,023          | 4,162,140                   |

In addition to the foregoing directors, the remaining directors not up for re-election at the Annual Meeting continue to serve on the Board of Directors.

- (2) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTES</b> |
|------------|----------------|----------------|-----------------------------|
| 26,286,991 | 188,314        | 4,015          | 0                           |

- (3) Adoption of a non-binding advisory resolution on the Company's executive compensation as described in the Company's 2014 proxy statement (say-on-pay):

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON VOTES</b> |
|------------|----------------|----------------|-----------------------------|
| 21,962,430 | 344,801        | 9,949          | 4,162,140                   |

**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.

Date: June 4, 2014

HEALTHSTREAM, INC.

By: /s/ Gerard M. Hayden, Jr.  
Chief Financial Officer