

RTI SURGICAL, INC.  
Form 8-K  
March 07, 2019

**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 7, 2019**

**RTI SURGICAL, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**11621 Research Circle, Alachua, Florida**

**0-31271**  
**(Commission**

**File Number)**

**59-3466543**  
**(IRS Employer**

**Identification No.)**

**32615**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (386) 418-8888

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:

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 Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.**

On March 7, 2019, RTI Surgical, Inc. (the Company) held a special meeting of its stockholders (the Special Meeting). All matters submitted to a vote of the Company's stockholders as described in the proxy statement furnished to stockholders in connection with the Special Meeting, which was filed with the Securities and Exchange Commission on February 7, 2019 (the Proxy Statement), were approved.

The number of shares of common stock entitled to vote at the Special Meeting was 74,263,220. The number of shares of common stock present or represented by valid proxy was 64,366,724. At the Special Meeting, the Company's stockholders voted on the following items:

1. To approve and adopt the Merger Proposal Stockholders approved and adopted the Merger Proposal as disclosed in the Proxy Statement. The vote totals for the approval and adoption of the Merger Proposal were 63,951,447 shares for; 72,616 shares against; and 342,661 share abstentions.

2. To approve and adopt the Share Issuance Proposal Stockholders approved and adopted the Share Issuance Proposal as disclosed in the Proxy Statement. The vote totals for the approval and adoption of the Share Issuance Proposal were 63,948,631 shares for; 73,671 shares against; and 344,422 share abstentions.

Banks and brokers were not eligible to vote shares for which they did not receive instructions from the beneficial owners thereof on these proposals. The final report of the inspector of election indicated that there were no broker non-votes on any of these proposals.

**Item 7.01 Regulation FD Disclosure**

On March 7, 2019, RTI Surgical, Inc. (the Company) issued a press release announcing the results of the vote of the Company's stockholders at the Special Meeting. A copy of this press release is furnished herewith as Exhibit 99.1.

The information furnished herewith pursuant to Item 7.01 of this Current Report, including Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date of this Current Report, regardless of any general incorporation language in the filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release issued by the Company dated March 7, 2019.

**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.

RTI SURGICAL, INC.

Date: March 7, 2019

By: /s/ Jonathon M. Singer

Name: Jonathon M. Singer

Title: Chief Financial and Administrative Officer,  
Corporate Secretary