

INDEPENDENCE HOLDING CO

Form 8-K

November 13, 2017

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): **November 10, 2017**

INDEPENDENCE HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

001-32244

(Commission File Number)

58-1407235

(I.R.S. Employer Identification No.)

96 Cummings Point Road, Stamford, Connecticut

(Address of principal executive offices)

06902

(Zip Code)

Registrant's telephone number, including area code: **(203) 358-8000**

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 240a-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 240.13a-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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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) if the Exchange Act.

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

The Annual Meeting of Stockholders of Independence Holding Company (the “Company”) was held on November 10, 2017. Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

Proposal One – Election of Directors

The stockholders of the Company elected each of the following director nominees proposed by the Company’s Board of Directors to serve until the next annual meeting of stockholders of the Company. The voting results for each director nominee are set forth below.

Name	For	Withheld	Broker Non-Votes
Mr. Larry R. Graber	11,463,104	1,350,875	1,595,204
Ms. Teresa A. Herbert	11,124,542	1,689,437	1,595,204
Mr. David T. Kettig	11,461,344	1,352,635	1,595,204
Mr. Allan C. Kirkman	12,215,558	598,421	1,595,204
Mr. John L. Lahey	12,310,072	503,907	1,595,204
Mr. Steven B. Lapin	11,492,604	1,321,375	1,595,204
Mr. Ronald I. Simon	12,670,500	143,479	1,595,204
Mr. James G. Tatum, C.F.A.	12,213,966	600,013	1,595,204
Mr. Roy T. K. Thung	11,569,518	1,244,461	1,595,204

Proposal Two – Ratification of Appointment of Independent Auditors

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The stockholders of the Company ratified the appointment of RSM US LLP as the Company's independent auditor for the fiscal year ended December 31, 2017. The voting results for the appointment of RSM US LLP are set forth below.

For	Against	Abstention	Broker Non-Votes
14,407,575	1,210	398	0

Proposal Three –Executive Officer Compensation

The stockholders of the Company ratified, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers as disclosed in the Company’s proxy statement. The voting results are set forth below.

For	Against	Abstention	Broker Non-Votes
11,038,736	1,762,844	12,399	1,595,204

Proposal Four – Frequency of Advisory Vote on Executive Officer Compensation

The stockholders of the Company ratified, on a non-binding advisory basis, that the non-binding advisory vote regarding the compensation of the Company’s named executive officers be taken every three years. The voting results are set forth below:

Every Three Years	Every Two Years	Every Year	Abstention	Broker Non-Votes
9,999,864	27,958	2,764,905	21,252	1,595,204

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.

**INDEPENDENCE HOLDING
COMPANY**

Date: By: */s/ Loan Nisser*
November
13, 2017

Name: Loan Nisser
Title: Vice President and Secretary