

Section 1: 8-K (8-K)

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 20, 2019

ZAGG INC

(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>001-34528</u>	<u>20-2559624</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

910 West Legacy Center Way, Suite 500
Midvale, Utah 84047

(Address of principal executive offices; Zip Code)

(801) 263-0699

(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<u>Common Stock, \$.001 par value</u>	<u>ZAGG</u>	<u>The Nasdaq Stock Market, LLC</u>

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) of the Exchange Act.

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

On June 20, 2019, ZAGG Inc (the “Company,” “we” or “us”) held its annual meeting of stockholders (the “Annual Meeting”) at 910 West Legacy Center Way, Suite 500 in Midvale, Utah and virtually at www.virtualshareholdermeeting.com/ZAGG2019. The total number of shares present in person or by proxy was 24,780,339 shares or 85.26% of the total shares issued and outstanding, thereby constituting a quorum for the purpose of the Annual Meeting. Abstentions and broker non-votes were counted for purposes of

determining whether a quorum was present. At the Annual Meeting, stockholders voted on the following proposals: (1) election of the five nominees identified in the table below to the Board of Directors (the “Board”) to serve until the next annual meeting of the Company’s stockholders and until their successors are duly elected and qualified, (2) ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019, (3) approval, on an advisory basis, of the compensation paid to the Company’s named executive officers, and (4) approval, on an advisory basis, of the frequency of future advisory votes on the compensation paid to the Company’s named executive officers.

Set forth below are the results of the voting with respect to each of the proposals:

1. Election of Directors:

<u>Nominee</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Withheld</u>
Chris M. Ahern	18,959,171	352,136
Michael T. Birch	18,843,609	467,698
Cheryl A. Larabee	18,787,814	523,493
Daniel R. Maurer	18,772,908	538,399
P. Scott Stubbs	18,786,386	524,921

RESULT: Each of the identified nominees was elected to the Board.

2. Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019:

<u>Number of Shares Voted For</u>	<u>Number of Shares Withheld</u>	<u>Number of Shares Abstaining</u>	<u>Broker Non-Votes</u>
24,114,747	661,621	3,971	0

RESULT: Approved (97.31%)

3. Advisory vote on the compensation of the Company’s named executive officers:

<u>Number of Shares Voted For</u>	<u>Number of Shares Withheld</u>	<u>Number of Shares Abstaining</u>	<u>Broker Non-Votes</u>
17,820,957	732,509	757,841	5,469,032

RESULT: Approved (92.28%)

4. Advisory vote on the frequency of future advisory votes on compensation of the Company’s named executive officers:

<u>Number of Shares Voted For One</u>	<u>Number of Shares Voted For Two</u>	<u>Number of Shares Voted For</u>	<u>Number of Shares Abstaining</u>
<u>Year</u>	<u>Years</u>	<u>Three Years</u>	
16,755,562	18,625	1,842,386	694,734

RESULT: One year (86.77%)

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.

ZAGG INC

Dated: June 21, 2019

/s/ TAYLOR D. SMITH

Taylor D. Smith
Chief Financial Officer
(Principal financial officer)

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