

OMEGA PROTEIN CORP

FORM 8-K (Current report filing)

Filed 04/19/17 for the Period Ending 04/19/17

Address	2105 CITY WEST BLVD. SUITE 500 HOUSTON, TX 77042
Telephone	713-623-0060
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Symbol	OME
SIC Code	2070 - Fats And Oils
Industry	Fishing & Farming
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

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 Act of 1934

Date of Report (Date of earliest event reported): April 19, 2017

Omega Protein Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-14003
(Commission
File Number)

76-0562134
(I.R.S. Employer
Identification No.)

2105 City West Blvd., Suite 500
Houston, Texas
(Address of principal executive offices)

77042
(Zip Code)

(713) 623-0060
(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 240.14-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.133-4(c))
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Item 8.01. Other Events

On April 19, 2017, Omega Protein Corporation (the “Company”) issued a press release announcing that its Board of Directors has nominated Dr. Celeste Clark to stand for election to the board at its upcoming 2017 Annual Stockholders’ Meeting to be held on June 29, 2017 and that that Dr. Gary Allee, who has served as a director since 1998, will not stand for re-election and retire from the board on that date. This press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 . Financial Statements, Pro Forma Financial Information and Exhibits

(a) Financial Statements of business acquired.

None.

(b) Pro Forma Financial Information.

None.

(c) Shell Company Transactions.

None.

(d) Exhibits.

99.1 Text of Press Release dated April 19, 2017 titled “Omega Protein Corporation Board of Directors Nominates Dr. Celeste Clark to Board.”

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 thereunto duly authorized.

Omega Protein Corporation

Dated: April 19, 2017

/s/ John D. Held

John D. Held

Executive Vice President and General Counsel



Omega Protein Corporation Board of Directors Nominates Dr. Celeste Clark to Board

- **Nominates David Owen for re-election as a director**
- **Announces Dr. Gary Allee will not stand for re-election**

HOUSTON, TX – April 19, 2017 – Omega Protein Corporation (NYSE:OME), today announced that its Board of Directors has unanimously nominated Dr. Celeste Clark to stand for election and David Owen for re-election to the Board at its upcoming 2017 Annual Stockholders' Meeting to be held on June 29, 2017. Dr. Gary Allee, a director since 1998, will not stand for re-election and will retire from the Board on that date. The Corporate Governance and Nominating Committee of the Board of Directors engaged Seiden Krieger Associates, Inc.; an independent search firm, to assist in the identification and evaluation of independent director candidates, and Dr. Clark was nominated as a result of this process.

Dr. Clark served as the Senior Vice President of Global Public Policy and External Relations for Kellogg Company. She also served as the company's Chief Sustainability Officer and was a member of the company's global executive leadership team. In addition to having nearly 35 years of food industry experience, Dr. Clark has governance experience in the private, public, and non-profit sectors. She presently serves as a director of the board of AdvancePierre Foods, Mead Johnson Nutrition Company and AAA Michigan. Dr. Clark is also a trustee of the W.K. Kellogg Foundation. Dr. Clark formerly served as a director of Diamond Foods, Inc. until its 2016 acquisition by Snyder's-Lance, Inc. Dr. Clark is also an adjunct professor in Food Science and Human Nutrition at Michigan State University and the principal of Abraham Clark Consulting, LLC, which specializes in leadership development, health policy and regulatory affairs. She holds a bachelor's degree from Southern University in Baton Rouge, Louisiana, a master's degree in nutrition from Iowa State University and a PhD in food science from Michigan State University.

"Dr. Clark will be a tremendous addition to Omega Protein's Board of Directors," said Chairman of the Board Gary Goodwin. "She will bring extensive experience in areas such as nutrition and public health policy, which are critical to our ongoing efforts to enhance the world's health through healthy products."

"We are also pleased that David Owen will continue his commitment to serve, as he brings tremendous expertise and thought leadership to our board," he continued. "On behalf of our shareowners, the Board of Directors, and the entire company, I would like to extend our heartfelt thanks to Dr. Allee for his dedication and service. "As the longest-serving member of our board and former lead independent director, Gary has helped to guide our growth for almost two decades. We are grateful to have served with him and Omega Protein is a stronger company because of Gary's many outstanding contributions."

About Omega Protein Corporation

Omega Protein Corporation (NYSE: OME) is a century old nutritional product company that develops, produces and delivers healthy products throughout the world to improve the nutritional integrity of foods, dietary supplements and animal feeds. Omega Protein's mission is to help people lead healthier lives with better nutrition through sustainably sourced ingredients such as highly-refined specialty oils, specialty protein products and nutraceuticals.

The Company operates seven manufacturing facilities located in the United States, Canada and Europe. The Company also operates more than 30 vessels to harvest menhaden, a fish abundantly found in the Atlantic Ocean and Gulf of Mexico.

For More Information

Visit Omega Protein at www.omegaprotein.com, follow us on Twitter at <https://twitter.com/omegaprotein>, or find us on LinkedIn at <https://www.linkedin.com/company/omega-protein-inc>.

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