

# VERICEL CORP

## **FORM 8-K** (Current report filing)

Filed 05/05/17 for the Period Ending 05/03/17

Address	64 SIDNEY ST. CAMBRIDGE, MA 02139
Telephone	7349305555
CIK	0000887359
Symbol	VCEL
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported):  
**May 3, 2017**

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**Vericel Corporation**

(Exact Name of Registrant as Specified in Charter)

**Michigan**  
(State or Other  
Jurisdiction of  
Incorporation)

**001-35280**  
(Commission  
File Number)

**94-3096597**  
(IRS Employer  
Identification No.)

**64 Sidney Street**  
**Cambridge, MA**  
(Address of Principal Executive Offices)

**02139**  
(Zip Code)

Registrant's telephone number, including area code: **(800) 556-0311**

**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 Instructions A.2.):

- 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 (§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.

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

At its Annual Meeting of Shareholders held on May 3, 2017 (the “Annual Meeting”), the shareholders of Vericel Corporation, a Michigan corporation (the “Company”) voted on the following matters, which are described in detail in the Company’s Proxy Statement filed with the U.S. Securities and Exchange Commission on March 20, 2017: (i) to elect each of Robert L. Zerbe, Alan L. Rubino, Heidi Hagen, Steven Gilman, Kevin McLaughlin, Paul Wotton and Dominick C. Colangelo as a director of the Company to serve for a one-year term expiring at the Company’s 2018 annual meeting of shareholders and until his or her successor has been elected and qualified (“Proposal 1”), (ii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017 (“Proposal 2”), (iii) to approve the 2017 Omnibus Incentive Plan (“Proposal 3”), and (iv) to approve, on an advisory basis, the compensation of the named executive officers of the Company (“Proposal 4”).

The Company’s shareholders approved the nominees recommended for election in Proposal 1 at the Annual Meeting.

Shareholders voted for directors as follows:

<b>Nominee</b>	<b>For</b>	<b>Abstain/Withheld</b>	<b>Broker Non-Votes</b>
Robert L. Zerbe	13,014,457	323,577	14,336,871
Alan L. Rubino	13,025,486	312,548	14,336,871
Heidi Hagen	13,038,712	299,322	14,336,871
Steven Gilman	11,386,885	1,951,149	14,336,871
Kevin McLaughlin	13,022,458	315,576	14,336,871
Paul Wotton	13,021,811	316,223	14,336,871
Dominick C. Colangelo	12,998,323	339,711	14,336,871

The Company’s shareholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>
26,602,355	954,770	117,780

The Company’s shareholders approved Proposal 3. The votes cast at the Annual Meeting were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
12,468,246	742,533	127,255	14,336,871

The Company’s shareholders approved Proposal 4. The votes cast at the Annual Meeting were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
12,489,064	713,403	135,567	14,336,871

**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.

**Vericel Corporation**

Date: May 5, 2017

By: /s/ Gerard Michel

Name: Gerard Michel

Title: Chief Financial Officer and Vice President, Corporate Development