

# ORTHOFIX INTERNATIONAL N V

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

Filed 06/13/17 for the Period Ending 06/13/17

Telephone	214-937-2000
CIK	0000884624
Symbol	OFIX
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
Fiscal Year	12/31

---

---

**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): June 13, 2017

---

**Orthofix International N.V.**

(Exact name of Registrant as specified in its charter)

---

**Curaçao**  
(State or other jurisdiction  
of incorporation)

**0-19961**  
(Commission  
File Number)

**98-1340767**  
(IRS Employer  
Identification No.)

**7 Abraham de Veerstraat Curaçao**  
(Address of principal executive offices)

**N/A**  
(Zip Code)

Registrant's telephone number, including area code: 011-59-99-465-8525

---

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 240.14d-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.

---

---

**Item 5.07. Sub mission of Matters to a Vote of Security Holders.**

On June 13, 2017, Orthofix International N.V. (the “Company”) held its 2017 Annual General Meeting of Shareholders. The total number of common shares eligible to vote as of the record date, April 25, 2017, was 18,044,335 and pursuant to the Company’s Articles of Association, 9,022,168 shares were required to be present or represented at the meeting to constitute a quorum. The total number of common shares present or represented at the meeting was 16,893,758, and a quorum therefore existed.

At the Annual General Meeting:

1. *Election of Board of Directors.* The following persons were elected as directors of the Company for a one year term expiring at the 2018 Annual General Meeting of Shareholders:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Luke Faulstick	15,585,401	213,996	1,094,361
James F. Hinrichs	15,585,418	213,979	1,094,361
Alexis V. Lukianov	15,689,664	109,733	1,094,361
Lilly Marks	15,537,109	262,288	1,094,361
Bradley R. Mason	15,688,002	111,395	1,094,361
Ronald A. Matricaria	15,583,949	215,448	1,094,361
Michael E. Paolucci	15,689,664	109,733	1,094,361
Maria Sainz	15,282,093	517,304	1,094,361

2. *Approval of Financial Statements for the Fiscal Year Ended December 31, 2016.* The Company’s consolidated balance sheet and consolidated statement of operations at and for the fiscal year ended December 31, 2016 were approved by a vote of (i) 16,814,798 in favor, (ii) 4,309 against, and (iii) 74,651 abstaining.
  3. *Advisory and Non-Binding Resolution to Approve Executive Compensation.* The advisory and non-binding resolution to approve executive compensation was approved by a vote of (i) 14,521,073 in favor, (ii) 1,273,761 against, (iii) 4,538 abstaining, and (iv) 1,094,386 broker non-votes.
  4. *Advisory Vote on the Frequency of Future Advisory Votes To Approve Executive Compensation.* Shareholders voted as follows on the advisory vote on the frequency of future advisory votes to approve executive compensation: (i) 12,459,689 for “every 1 year”, (ii) 44,817 for “every 2 years”, (iii) 3,291,567 for “every 3 years”, (iv) 3,323 abstaining, and (v) 1,094,362 broker non-votes. In accordance with these voting results, and consistent with the recommendation of the Board of Directors, the Company has determined that future advisory and non-binding votes on executive compensation will be held every year. Accordingly, the next advisory and non-binding vote on executive compensation will be held at the 2018 Annual General Meeting of Shareholders.
  5. *Ratification of the Selection of Ernst & Young LLP.* The selection of Ernst & Young LLP to act as the independent registered public accounting firm for the Company and its subsidiaries for the fiscal year ending December 31, 2017 was ratified by a vote of (i) 16,505,628 in favor, (ii) 385,951 against, and (iii) 2,179 abstaining.
-

## 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.

Orthofix International N.V.

By: /s/ Kimberley Elting  
Kimberley Elting  
Chief Legal Officer

Date: June 13, 2017