

HESKA CORP
Form 8-K
March 21, 2019

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

March 15, 2019
Date of Report (Date of
earliest event reported)

HESKA CORPORATION
(Exact name of Registrant
as specified in its charter)
~~Delaware~~ 77-0192527
(State
or (I.R.S.
other Employer
(Commission File Number) Identification
jurisdiction No.)
of
incorporation)

3760 Rocky Mountain
Avenue
Loveland, Colorado 80538
(Address of principal
executive offices, including
zip code)

(970) 493-7272
(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 (see General Instruction A.2
below):

☐ Written communication 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) As more fully described in the preliminary proxy statement of Heska Corporation relating to its 2019 annual meeting of stockholders as filed with the Securities and Exchange Commission, on March 15, 2019, the board of directors of Heska determined to propose amendments to Heska's restated certificate of incorporation, as amended, and amended and restated bylaws, that would declassify the board of directors so that each director would stand for election annually starting at its 2020 annual meeting of stockholders. The proposed amendments are subject to and contingent on stockholder approval at the 2019 annual meeting of stockholders. In connection with the declassification proposal, Heska's Class III directors, consisting of Mr. Scott W. Humphrey, Ms. Sharon J. Larson, and Ms. Bonnie J. Trowbridge, agreed to submit resignations that would be conditioned upon the approval by Heska's stockholders of the declassification proposal and would become effective immediately prior to the 2020 annual meeting of stockholders. Under the board's current structure, Class III directors would not be subject to re-election until 2021; however, pursuant to their conditional resignations, these directors have agreed to resign and to stand for re-election at the 2020 annual meeting if the declassification proposal is approved by stockholders. The purpose of these conditional resignations is to facilitate the early transition to a declassified board of directors by shortening the terms of the Class III directors and allowing all nominees to be subject to election to one-year terms beginning in 2020. The conditional resignations of the Class III directors from the board will also serve as their conditional resignations from their respective roles on the board's audit, compensation and corporate governance committees, as applicable. The conditional resignations of the Class III directors were not due to any disagreement with Heska, the board of directors or the management of Heska.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HESKA CORPORATION,
a Delaware corporation

By: /s/ Eleanor F. Baker

Dated: March 21, 2019 Eleanor F. Baker
Vice President, General Counsel and Secretary