

Proto Labs Inc  
Form 8-K  
May 16, 2018  
**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**

**May 16, 2018**  
Date of report (Date of earliest event reported)

**PROTO LABS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

**Minnesota**                      **001-35435**                      **41-1939628**  
(State of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**5540 Pioneer Creek Drive**                      **55359**  
**Maple Plain, Minnesota**  
(Address of Principal Executive Offices) (Zip Code)

**(763) 479-3680**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

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(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 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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.**

The Company held its Annual Meeting of Shareholders on May 16, 2018 (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders elected all seven persons nominated by the Company’s board of directors to serve as directors until the next Annual Meeting of Shareholders or until their successors are elected and duly qualified. The Company’s shareholders also ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018, and approved an advisory vote on the compensation of the Company’s executive officers as disclosed in the proxy statement for the Annual Meeting. Set forth below are the final voting results for each of the proposals.

**Proposal 1. Election of Directors.**

| Name             | For        | Withheld  | Broker Non-Votes |
|------------------|------------|-----------|------------------|
| Victoria M. Holt | 23,441,829 | 154,573   | 2,182,362        |
| Archie C. Black  | 23,454,922 | 141,480   | 2,182,362        |
| Sujeet Chand     | 22,250,923 | 1,345,479 | 2,182,362        |
| Rainer Gawlick   | 23,455,713 | 140,689   | 2,182,362        |
| John B. Goodman  | 22,002,187 | 1,594,215 | 2,182,362        |
| Donald G. Krantz | 23,432,545 | 163,857   | 2,182,362        |
| Sven A. Wehrwein | 22,813,217 | 783,185   | 2,182,362        |

**Proposal 2. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2018.**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 25,696,792 | 47,476  | 34,496  | 0                |

**Proposal 3. Advisory approval of executive compensation.**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 23,348,634 | 194,953 | 52,815  | 2,182,362        |

**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.

PROTO LABS, INC.

Date: May 16, 2018 /s/ Victoria M. Holt  
Victoria M. Holt  
*President and Chief Executive Officer*