
**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

Date of Report (date of earliest event reported): May 18, 2023



Merit Medical Systems, Inc.

(Exact name of registrant as specified in its charter)

Utah
(State or other jurisdiction of
incorporation or organization)

0-18592
(Commission
File Number)

87-0447695
(I.R.S. Employer
Identification No.)

1600 West Merit Parkway
South Jordan, Utah
(Address of principal executive offices)

84095
(Zip Code)

(801) 253-1600
(Registrant's telephone number, including area code)

N/A
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, no par value	MMSI	Nasdaq Global Select Market

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. Submission of Matters to a Vote of Security Holders.

On May 18, 2023, Merit Medical Systems, Inc. (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”). A total of 57,440,116 shares of the Company’s common stock were entitled to vote at the Annual Meeting as of March 21, 2023, the record date for the Annual Meeting, of which 53,124,566 shares were represented in person or by proxy at the Annual Meeting.

At the Annual Meeting, the shareholders of the Company voted on the following proposals:

- (1) the election of three nominees, each to serve as a director of the Company until the 2026 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified;
- (2) a non-binding advisory proposal to approve the compensation of the Company’s named executive officers, otherwise known as a “say-on-pay” vote;
- (3) a non-binding advisory proposal to approve the frequency of votes on executive compensation of the Company’s named executive officers; and
- (4) a proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

The results of each of the above proposals are discussed further below.

Proposal 1 - Election of Directors

The votes cast for or withheld for each director nominee were as follows:

Director Nominee	For	Against	Abstain	Broker Non-Votes
Lonny J. Carpenter	50,024,416	1,862,957	32,762	1,204,431
David K. Floyd	49,834,579	2,052,794	32,762	1,204,431
Lynne N. Ward	49,228,089	2,657,197	34,849	1,204,431

Accordingly, each of the three nominees listed above was elected to serve as a director of the Company until the 2026 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified.

Proposal 2 - Advisory Vote on Executive Compensation

The results of the voting on a non-binding advisory proposal to approve the compensation of the Company’s named executive officers were as follows:

For	Against	Abstain	Broker Non-Votes
49,890,989	1,994,786	34,360	1,204,431

Accordingly, a majority of votes cast with respect to the advisory “say-on-pay” proposal were “for” approval of the compensation of the Company’s named executive officers, as disclosed in the Proxy Statement.

Proposal 3 - Advisory Vote on Executive Compensation Frequency of Votes

The results of the voting on a non-binding advisory proposal to approve the frequency of votes on compensation of the Company’s named executive officers were as follows:

1 Year	2 Years	3 Years	Abstain
49,802,382	30,676	2,069,476	17,601

Accordingly, a majority of votes cast with respect to the frequency of votes on compensation proposal were “for” 1 year, as disclosed in the Proxy Statement. In accordance with the voting results on this proposal, the Company has determined that it will continue its practice of holding an advisory vote on executive compensation every year until the next advisory proposal on the frequency of say-on-pay voting is considered by its shareholders. A “say-on-frequency” vote is currently required to be held at least once every six years.

Proposal 4 - Ratification of Appointment of Independent Registered Public Accounting Firm

The voting results with respect to the proposal to ratify the appointment of Deloitte & Touche LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023 were as follows:

For	Against	Abstain
50,876,135	2,211,426	37,005

Accordingly, the Company’s shareholders ratified the appointment of Deloitte and Touche LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023.

No other matters were submitted to a vote of shareholders at the Annual Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit</u>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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.

MERIT MEDICAL SYSTEMS, INC.

Date: May 24, 2023

By: /s/ Brian G. Lloyd
Brian G. Lloyd
Chief Legal Officer and Corporate Secretary