

HEALTHCARE SERVICES GROUP INC
Form 8-K
May 31, 2017

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 31, 2017 (May 30, 2017)

HEALTHCARE SERVICES GROUP, INC.
(Exact name of registrant as specified in its charter)

Commission File Number: 0-12015

| | |
|---|--|
| Pennsylvania (State or other jurisdiction of incorporation or organization) | 23-2018365 (I.R.S. Employer Identification number) |
|---|--|

| | |
|--|---------------------|
| 3220 Tillman Drive, Suite 300, Bensalem, Pennsylvania (Address of principal executive office) | 19020 (Zip code) |
|--|---------------------|

Registrant's telephone number, including area code: 215-639-4274

Not Applicable
(Former name or former address, if changed since last report)

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 revised financial accounting standards provided pursuant to section 13(a) of the Exchange Act.

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)

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- () 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On Tuesday, May 30, 2017, Healthcare Services Group, Inc. (the "Company") held its annual meeting of shareholders for the purposes of voting on the matters disclosed in its definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 17, 2017. As of the Record Date of April 3, 2016, there were approximately 72,939,000 shares of common stock outstanding and entitled to notice of and to vote at the annual meeting. The final voting for the matters submitted to a vote of shareholders are as follows:

Management Proposals:

Proposal No. 1 — Election of Directors

At the annual meeting, shareholders voted for the election of nine Directors for a one-year term or until their successors are elected and qualified to fill the expiring terms of such Directors. All of the Company's nominees for Director received the requisite plurality (i.e. the highest number of votes of the Company's common stock in accordance with the bylaws of the Company and Section 1758 of the Pennsylvania Business Corporation Law) of the votes cast by the holders of shares present at the meeting in person or by proxy and entitled to vote thereon, and, accordingly, were elected to the Board of Directors for the ensuing year and until their successors are duly elected and qualified. Jude Viscontò upon his re-election will serve as the Chairman of the Board. The voting results are set forth below:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Robert L. Frome | 44,297,071 | 18,841,277 | 6,018,047 |
| Robert J. Moss | 44,588,987 | 18,549,361 | 6,018,047 |
| John M. Briggs | 36,034,908 | 27,103,440 | 6,018,047 |
| Dino D. Ottaviano | 33,850,902 | 29,287,446 | 6,018,047 |
| Theodore Wahl | 46,067,855 | 17,070,493 | 6,018,047 |
| Michael E. McBryan | 46,070,715 | 17,067,634 | 6,018,047 |
| Diane S. Casey | 35,532,874 | 27,605,474 | 6,018,047 |
| John J. McFadden | 37,032,982 | 26,105,367 | 6,018,047 |
| Jude Viscontò | 45,387,825 | 17,750,523 | 6,018,047 |

Proposal No. 2 — Independent Registered Public Accounting Firm

The proposal for the ratification of the selection of Grant Thornton LLP as the Company's independent registered public accountants for the current fiscal year ending December 31, 2017 has received a majority of the votes cast as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 66,815,184 | 498,591 | 1,842,621 | — |

Proposal No. 3 — Advisory Vote on Executive Compensation

The proposal relating to an advisory vote on a non-binding resolution to approve the compensation of the Company's named executive officers has received a majority of the votes cast as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 58,274,760 | 2,941,810 | 1,921,772 | 6,018,053 |

Proposal No. 4 — Advisory Vote on the Frequency of Shareholder Advice on Executive Compensation

One year received the most votes with respect to the proposal relating to the frequency of shareholder advice on the executive compensation of the Company's named executive officers as follows:

Three Years Two Years One Year Broker Non-Votes

8,255,272 103,080 54,627,754 6,018,053

The Board has decided to conduct shareholder advisory votes on executive compensation on an annual basis.

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.

Date: May 31, 2017 By: **HEALTHCARE SERVICES GROUP, INC.**
/s/ Jason J. Bundick
Name: Jason J. Bundick
Title: General Counsel, Chief Compliance Officer &
Secretary