

COMPUTER PROGRAMS & SYSTEMS INC
Form 8-K
May 04, 2018

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): April 30, 2018

COMPUTER PROGRAMS AND SYSTEMS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware 000-49796 74-3032373
(State of Incorporation) (Commission File Number) (IRS Employer
Identification No.)

6600 Wall Street, Mobile, Alabama 36695
(Address of Principal Executive Offices, including Zip Code)
(251) 639-8100
(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 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 5.07 Submission of Matters to a Vote of Security Holders.

The 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of Computer Programs and Systems, Inc. (the “Company”) was held on April 30, 2018. Summarized below are descriptions of the matters voted on at the Annual Meeting and the final results of such voting:

Proposal 1 - Election of Class I Directors. The stockholders elected each of the director nominees to serve as a Class I director until the Company’s 2021 Annual Meeting of Stockholders and until a successor has been duly elected and qualified. The three nominees were current Class I directors of the Company who were re-elected. The voting for the directors at the Annual Meeting was as follows:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------------|-----------|---------------|-------------|------------------|
| John C. Johnson | 9,726,770 | 181,690 | 4,393 | 1,596,221 |
| W. Austin Mulherin, III | 9,580,874 | 327,586 | 4,393 | 1,596,221 |
| Glenn P. Tobin | 9,851,212 | 57,248 | 4,393 | 1,596,221 |

Proposal 2 - Advisory Vote on Executive Compensation. The stockholders adopted a resolution approving, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed in the Company’s 2018 proxy statement in accordance with the compensation disclosure rules of the Securities and Exchange Commission. The result of the vote taken at the Annual Meeting was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 9,750,884 | 140,238 | 21,732 | 1,596,220 |

Proposal 3 - Ratification of Appointment of Independent Registered Public Accountants. The stockholders ratified the appointment of Grant Thornton LLP as the independent registered public accountants of the Company for the year ending December 31, 2018. The result of the vote taken at the Annual Meeting was as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 11,246,076 | 248,686 | 14,312 |

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.

COMPUTER PROGRAMS AND SYSTEMS, INC.

Date: May 4, 2018 By: /s/ J. Boyd Douglas
J. Boyd Douglas
President and Chief Executive Officer