

Papa Murphy's Holdings, Inc.
Form 8-K
May 27, 2016

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: May 25, 2016
(Date of earliest event reported)

Papa Murphy's Holdings, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--|
| Delaware | 001-36432 | 27-2349094 |
| (State or Other Jurisdiction of Incorporation or Organization) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 8000 NE Parkway Drive, Suite 350 | 98662 |
| Vancouver, WA | (Zip Code) |
| (Address of principal executive offices) | |

(360) 260-7272
(Registrant's telephone number, including area code)

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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On Wednesday, May 25, 2016, Papa Murphy's Holdings, Inc. (the "Company") held its 2016 Annual Meeting of Stockholders (the "Annual Meeting"). At the Annual Meeting, 15,073,068 shares of common stock were represented in person or by proxy, which constituted 88.96 percent of the 16,942,932 shares of the Company's common stock outstanding and entitled to vote at the meeting as of April 1, 2016, the record date of the Annual Meeting, and a quorum. At the Annual Meeting, the Company's stockholders elected each of the three director nominees and ratified the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 2, 2017. A description of, and the voting results for, each proposal are set forth below.

1. Election of Directors

Proposal one was the election of three nominees to serve as Class II directors of the Company until the 2019 Annual Meeting of Stockholders or until their successors are duly elected and qualified. The result of the vote was as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| Yoo Jin Kim | 10,979,236 | 348,721 | 3,745,111 |
| Benjamin Hochberg | 10,978,381 | 349,576 | 3,745,111 |
| Ken Calwell | 11,049,487 | 278,470 | 3,745,111 |

2. Ratification of appointment of independent registered public accounting firm

Proposal two was the ratification of the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending January 2, 2017. The result of the vote was as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 14,981,118 | 76,980 | 14,970 |

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.

PAPA MURPHY'S HOLDINGS,
INC.

By: /s/ Mark Hutchens

Name: Mark Hutchens

Title: Chief Financial Officer

Date: May 27, 2016