

Proto Labs Inc  
Form 8-K  
May 21, 2014  
**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 20, 2014**  
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**  
(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):

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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.**

Proto Labs, Inc. (the “Company”) held its Annual Meeting of Shareholders on May 20, 2014 (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders elected all eight 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, 2014, approved an advisory vote on the compensation of the Company’s executive officers as disclosed in the proxy statement for the Annual Meeting and recommended a frequency of one year for future advisory votes on the compensation paid to the Company’s executive officers. Set forth below are the final voting results for each of the proposals.

**Proposal 1. Election of Directors.**

| Name                 | For        | Withheld  | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Lawrence J. Lukis    | 17,065,837 | 1,488,958 | 2,688,379        |
| Bradley A. Cleveland | 16,204,950 | 2,349,843 | 2,688,379        |
| Victoria M. Holt     | 17,170,934 | 1,383,859 | 2,688,379        |
| Rainer Gawlick       | 18,355,095 | 199,698   | 2,688,379        |
| John B. Goodman      | 17,902,449 | 652,344   | 2,688,379        |
| Douglas W. Kohrs     | 18,354,981 | 199,812   | 2,688,379        |
| Brian K. Smith       | 18,341,521 | 213,272   | 2,688,379        |
| Sven A. Wehrwein     | 18,300,352 | 254,441   | 2,688,379        |

**Proposal 2. Ratification of the selection of Ernst & Young LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2014.**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 20,939,403 | 300,280 | 3,489   | 0                |

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

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 18,449,938 | 81,811  | 23,044  | 2,688,379        |

**Proposal 4. Frequency of future advisory votes on the approval of executive compensation.**

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| One Year   | Two Years | Three Years | Abstain | Broker Non-Votes |
|------------|-----------|-------------|---------|------------------|
| 17,602,435 | 40,579    | 861,906     | 28,723  | 2,688,379        |

The Company has considered the outcome of Proposal 4 and determined that the Company will hold future advisory votes on the compensation of the Company's executives annually (i.e., every year) until the occurrence of the next advisory vote on the frequency of shareholder votes on the compensation of the Company's executives.

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**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 21, 2014 By: /s/ Victoria M. Holt  
Victoria M. Holt  
*President and Chief Executive Officer*