

**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
June 5, 2019
Date of Report (Date of earliest event reported)**

Penumbra, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37557
(Commission
File Number)

05-0605598
(IRS Employer
Identification No.)

**One Penumbra Place
Alameda, CA 94502**
(Address of principal executive offices, including zip
code)
(510) 748-3200
(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 (see General Instruction A.2. below):

- 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))

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.

- (a) Penumbra, Inc. (“Penumbra” or the “Company”) held its Annual Meeting of Stockholders on June 5, 2019 (the “Annual Meeting”). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended. At the close of business on the record date, April 16, 2019, there were 34,732,088 shares outstanding and entitled to vote, and 31,601,836 shares were voted in person or by proxy on the proposals described below.
- (b) At the Annual Meeting, Penumbra’s stockholders voted on the following four proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 26, 2019. The number of votes cast with respect to each proposal was as indicated below:
- 1) **Election of Class I Directors** . The following nominees were elected to serve as Class I directors, each to serve until the 2022 annual meeting of stockholders and until their successors are duly elected and qualified, based on the following results of voting:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Don Kassing	20,864,543	4,943,952	5,793,341
Thomas Wilder	20,904,992	4,903,503	5,793,341
Janet Leeds	25,769,159	39,336	5,793,341

- 2) **Ratification of Selection of Independent Registered Public Accounting Firm** . The selection of Deloitte & Touche LLP as the independent registered public accounting firm for Penumbra for the fiscal year ending December 31, 2019 was ratified based on the following results of voting:

Votes For	Votes Against	Abstentions	Broker Non-Votes
31,080,592	487,838	33,406	N/A

- 3) **Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers.** The compensation of the Company’s Named Executive Officers was approved, on an advisory basis, based on the following results of voting:

Votes For	Votes Against	Abstentions	Broker Non-Votes
25,409,754	375,473	23,268	5,793,341

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.

PENUMBRA, INC.

Date: June 10, 2019

By: /s/ Sri Kosaraju
Sri Kosaraju
Chief Financial Officer and Head of Strategy