

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): August 22, 2025

**MESA LABORATORIES, INC.**

(Exact name of registrant as specified in its charter)

**COLORADO**

(State or other jurisdiction of  
incorporation)

**0-11740**

(Commission File Number)

**84-0872291**

(I.R.S. Employer  
Identification No.)

**12100 WEST SIXTH AVENUE,  
LAKEWOOD, COLORADO**

(Address of principal executive offices)

**80228**

(Zip Code)

Registrant's telephone number, including area code: **303-987-8000**

**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):

- 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))

Securities registered under Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, no par value	MLAB	The Nasdaq Stock Market LLC

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**

On August 22, 2025, the Company held its annual meeting of shareholders (the “Annual Meeting”). Holders of 5,501,454 shares of Mesa’s common stock were entitled to vote, of which 5,203,377 shares were represented in person or by proxy at the Annual Meeting.

The certified results of the matters voted upon at the Annual Meeting, which are more fully described in the Company’s proxy statement for the Annual Meeting, are as follows:

**Proposal 1 – Election of directors**

Each of John J. Sullivan, Gary M. Owens, Jenny S. Alltoft, Shannon M. Hall, Shiraz S. Ladiwala, R. Tony Tripeny, and Mark C. Capone was elected to the board of directors of Mesa to hold office for a one-year term, until the 2026 annual meeting of shareholders:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
John J. Sullivan, Ph.D.	4,690,793	195,707	316,877
Gary M. Owens	4,717,660	168,840	316,877
Jennifer S. Alltoft	4,775,822	110,678	316,877
Shannon M. Hall	4,767,236	119,264	316,877
Shiraz S. Ladiwala	4,788,493	98,007	316,877
R. Tony Tripeny	4,844,064	42,436	316,877
Mark C. Capone	4,845,315	41,185	316,877

Subsequent to the election of the board members, the Board of Directors appointed members to its committees as follows:

<b>Audit Committee</b>	<b>Compensation Committee</b>	<b>Nominating and Corporate Governance Committee</b>
R. Tony Tripeny, Chair	Mark C. Capone, Chair	Jennifer S. Alltoft, Chair
Jennifer S. Alltoft	Shannon M. Hall	Shannon M. Hall
Mark C. Capone	R. Tony Tripeny	Shiraz S. Ladiwala

**Proposal 2 – Ratification of the selection by our Audit Committee of Baker Tilly US, LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2026**

The appointment of Baker Tilly US, LLP as the Company’s independent registered public accounting firm for the year ending March 31, 2026 was approved:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
5,200,789	1,732	856	-

**Proposal 3 – Approval on a non-binding basis of the compensation of the Company's named executive officers**

The compensation of the Company’s named executive officers, as disclosed in the proxy statement, was approved on a non-binding advisory basis:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,476,544	275,297	134,659	316,877

**Proposal 4 – Approval of an amendment to the Mesa Laboratories, Inc. 2021 Equity Incentive Plan**

The amendment to the Company’s 2021 Equity Incentive Plan was approved:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4,601,685	247,476	37,339	316,877

**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: August 25, 2025

Mesa Laboratories, Inc.  
(Registrant)

BY: /s/ Gary M. Owens  
Gary M. Owens  
President and Chief Executive Officer