

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):

May 24, 2023



INTEGER HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**1-16137**

(Commission  
File Number)

**16-1531026**

(IRS Employer  
Identification No.)

**5830 Granite Parkway, Suite 1150**  
(Address of principal executive offices)

**Plano, Texas**

**75024**  
(Zip Code)

**(214) 618-5243**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class  
**Common Stock, \$0.001 par value per share**

Trading Symbol(s)  
**ITGR**

Name of each exchange on which registered  
**New York Stock Exchange**

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.**

At the Annual Meeting of Stockholders (the “Annual Meeting”) of Integer Holdings Corporation (the “Company”) held on May 24, 2023, the proposals listed below were submitted to a vote of the stockholders. The proposals are described in the Company’s definitive proxy statement for the Annual Meeting previously filed with the Securities and Exchange Commission. Each of the proposals was approved by the stockholders pursuant to the voting results set forth below.

Proposal 1: To elect 11 directors for a one-year term until their successors have been elected and qualified:

| <b>Name:</b>            | <b>Shares FOR:</b> | <b>Shares WITHHELD:</b> | <b>Broker NON VOTE:</b> |
|-------------------------|--------------------|-------------------------|-------------------------|
| Sheila Antrum           | 30,629,009         | 292,122                 | 1,090,180               |
| Pamela G. Bailey        | 29,116,764         | 1,804,367               | 1,090,180               |
| Cheryl C. Capps         | 30,629,355         | 291,776                 | 1,090,180               |
| Joseph W. Dziejcz       | 30,660,590         | 260,541                 | 1,090,180               |
| James F. Hinrichs       | 27,022,102         | 3,899,029               | 1,090,180               |
| Jean Hobby              | 30,560,149         | 360,982                 | 1,090,180               |
| Tyrone Jeffers          | 30,568,751         | 352,380                 | 1,090,180               |
| M. Craig Maxwell        | 30,595,659         | 325,472                 | 1,090,180               |
| Filippo Passerini       | 30,595,808         | 325,323                 | 1,090,180               |
| Donald J. Spence        | 30,336,582         | 584,549                 | 1,090,180               |
| William B. Summers, Jr. | 28,849,909         | 2,071,217               | 1,090,180               |

Proposal 2: To ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Integer Holdings Corporation for fiscal year 2023:

|            |            |
|------------|------------|
| FOR:       | 30,792,084 |
| AGAINST:   | 1,212,329  |
| ABSTAINED: | 6,898      |

Proposal 3: To approve, on an advisory basis, the compensation of the Company’s named executive officers:

|                  |            |
|------------------|------------|
| FOR:             | 29,514,394 |
| AGAINST:         | 1,397,401  |
| ABSTAINED:       | 9,336      |
| Broker NON-VOTE: | 1,090,180  |

Proposal 4: To approve, on an advisory basis, the the frequency of future advisory votes on the compensation of the Company’s named executive officers:

|                  |            |
|------------------|------------|
| 1 YEAR:          | 28,739,224 |
| 2 YEAR:          | 4,271      |
| 3 YEAR:          | 2,160,176  |
| ABSTAINED:       | 17,460     |
| Broker NON-VOTE: | 1,090,180  |

The Board of Directors has determined that, based upon such voting results, the Company will include a stockholder vote, on an advisory basis, on the compensation of its named executive officers on an annual basis until the next required stockholder vote, on an advisory basis, on the frequency of future stockholder votes on the compensation of the Company’s named executive officers.

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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, thereunto duly authorized.

Date: May 25, 2023

**INTEGER HOLDINGS CORPORATION**

By: /s/ McAlister Marshall  
McAlister Marshall  
Senior Vice President, General Counsel and  
Corporate Secretary