
**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 2, 2021

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 No.)

05-0605598
(I.R.S. employer identification number)

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 obligations 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))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par value \$0.001 per share	PEN	The 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.

(a) Penumbra, Inc. (“Penumbra” or the “Company”) held its Annual Meeting of Stockholders on June 2, 2021 (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 April 12, 2021, the record date for the Annual Meeting, there were 36,482,357 shares of the Company’s common stock, par value \$0.001 per share, outstanding and entitled to vote, and 33,685,101 of such shares were voted in person or by proxy at the Annual Meeting 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 22, 2021. The number of votes cast with respect to each proposal was as indicated below:

1) **Election of Class III Directors.** The following nominees were elected to serve as Class III directors until the Company’s 2024 annual meeting of stockholders and until their respective successors are duly elected and qualified, or, if sooner, until the director’s death, resignation or removal, based on the following results of voting:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Adam Elsesser	26,204,466	3,376,213	4,104,422
Harpreet Grewal	22,229,919	7,350,760	4,104,422

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, 2021 was ratified based on the following results of voting:

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,560,099	116,461	8,541	N/A

3) **Approval of the Penumbra, Inc. RSU Sub-Plan for France.** The Penumbra, Inc. RSU Sub-Plan for France was not approved based on the following results of voting:

Votes For	Votes Against	Abstentions	Broker Non-Votes
13,022,175	16,549,178	9,326	4,104,422

4) **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
25,900,982	3,646,091	33,606	4,104,422

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 8, 2021

By: /s/ Johanna Roberts
Johanna Roberts
Executive Vice President, General Counsel and Secretary