

DYNATRONICS CORP
Form 8-K
December 21, 2016

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): December 16, 2016

DYNATRONICS CORPORATION

(Exact name of registrant as specified in its charter)

Utah 0-12697 87-0398434

(State or Other Jurisdiction of Incorporation) Commission File Number (IRS Employer Identification Number)

7030 Park Centre Dr., Salt Lake City, Utah 84121

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (801) 568-7000

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:

- 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))
-

Item 5.07 Submission of Matters to a Vote of Security Holders.

Dynatronics Corporation, a Utah corporation (the "Company"), held its Annual Meeting of Shareholders on December 16, 2016. The date for determining eligibility to vote at the Annual Meeting (the "Record Date") was October 27, 2016. On the Record Date, there were 2,882,272 shares of Company's common stock outstanding. In addition, holders of the Company's Series A 8% Convertible Preferred Stock ("Series A Preferred") were entitled to vote the equivalent of 1,246,130 shares of common stock on an "as converted basis" as explained below, bringing the total shares eligible to vote to 4,128,402. A total of 3,459,047 shares (approximately 84%) of the Company's common stock was represented at the meeting either by proxy or in person. The holders of the Company's Series A Preferred were entitled to vote with the common stock on an as-converted basis, one vote for each share of common stock issuable upon an assumed conversion of the Series A Preferred; provided, however, that the voting rights of the Series A Preferred were also subject to limitations of a rule of The NASDAQ Stock Market known as the "Voting Cutback." The Voting Cutback limits the number of "as-if-converted common shares" that may be voted by a Series A Preferred shareholder to the number of shares of Common Stock issuable upon conversion of the Series A Preferred held by such holder that exceeds the quotient of (x) the aggregate purchase price paid by such holder of Series A Preferred for its Series A Preferred, divided by (y) the greater of (i) \$2.50 and (ii) the market price of the Common Stock on the trading day immediately prior to the date of issuance of such holder's Series A Preferred shares. On the date immediately prior to the date of issuance of the Series A Preferred, the trading price of the Common Stock was \$3.23 per share. Therefore, the maximum number of shares eligible to be voted at the Annual Meeting by the holders of the Series A Preferred on an as-converted basis was 1,246,130 shares.

In addition to the voting rights of the holders of the common stock and the holders of the Series A Preferred outlined above as to the proposals voted upon at the Annual Meeting, under Utah law, the holders of the Series A Preferred have voting rights, voting as a class, to approve an amendment to Company's Articles of Incorporation increasing the number of shares of preferred stock the Company is authorized to issue. The voting rights of the Series A Preferred when voting as a class only on Proposal No. 5, as opposed to their vote on an as-converted basis as described above when voting with the holders of the Common Stock on this and the other proposals at the Annual Meeting, was not subject to the Voting Cutback and was one vote for each share of Series A Preferred held by such holder on the Record Date.

The following matters were submitted and voted upon at the Annual Meeting:

1. Shareholders voted to elect three directors to hold office until the next annual meeting of the Company's shareholders or until their respective successors have been elected or appointed and qualified, as set forth below:

| Name | Number of | | Number of | Broker Non- |
|--------------------------|------------|-----------------|-----------|-------------|
| | Shares For | Shares Withheld | | |
| Kelvyn H. Cullimore, Jr. | 2,413,020 | 18,967 | — | 1,027,060 |
| Scott A. Klosterman | 2,276,091 | 155,896 | — | 1,027,060 |
| R. Scott Ward | 2,418,443 | 13,544 | — | 1,027,060 |

2. Shareholders voted to ratify on an advisory basis the appointment of Tanner LLC as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2017, as set forth below:

| Number of | Number of | | Broker Non- |
|-----------|------------|----------------|-------------|
| | Shares For | Shares Against | |
| 3,439,556 | 10,639 | 8,752 | — |

3. Shareholders voted to approve a non-binding advisory "say on pay resolution" regarding the compensation paid to the Company's named executive officers, as set forth below:

| Number of Shares For | Number of Shares Against | Number of Shares Abstaining | Broker Non-Votes |
|----------------------|--------------------------|-----------------------------|------------------|
| 2,254,045 | 173,350 | 4,592 | — |

1

Edgar Filing: DYNATRONICS CORP - Form 8-K

4. Shareholders voted to approve an amendment to the Company's Articles of Incorporation increasing the number of shares of common stock the Company is authorized to issue, as set forth below:

| Number of Shares For | Number of Shares Against | Number of Shares Abstaining | Broker Non-Votes |
|----------------------|--------------------------|-----------------------------|------------------|
| 3,065,252 | 392,242 | 1,549 | — |

5. Shareholders voted to approve an amendment to the Company's Articles of Incorporation increasing the number of shares of preferred stock the Company is authorized to issue, as set forth below:

| Number of Common Shares For | Number of Common Shares Against | Number of Common Shares Abstaining | Broker Non-Votes |
|-----------------------------|---------------------------------|------------------------------------|------------------|
| 2,124,115 | 306,335 | 1,537 | — |

| Number of Series A Preferred Shares (Voting as a Class) For | Number of Series A Preferred Shares Against | Number of Series A Preferred Shares Abstaining | Broker Non-Votes |
|---|---|--|------------------|
| 1,560,000 | - | - | — |

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.

DYNATRONICS CORPORATION

By: /s/ Kelvyn H. Cullimore

Kelvyn H. Cullimore, Jr.

Chief Executive Officer

Date: December 21, 2016

3
