

Electromed, Inc.  
Form 8-K  
November 25, 2013

**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): November 22, 2013

**ELECTROMED, INC.**

(Exact Name of Registrant as Specified in Its Charter)

|   |                          |  |
|---|--------------------------|--|
| <b>Minnesota</b>                                  | <b>001-34839</b>         | <b>41-1732920</b>                          |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | (I.R.S. Employer Identification<br>Number) |

**500 Sixth Avenue NW  
New Prague, MN 56071**

(Address of Principal Executive Offices)(Zip Code)

**(952) 758-9299**

(Registrant's Telephone Number, Including Area Code)

**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:

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.**

On November 22, 2013, Electromed, Inc. (the “Company”) held its 2014 Annual Meeting of Shareholders (the “Annual Meeting”). Shareholders cast votes on the following five proposals, as described in the Company’s Proxy Statement:

- 1) To set the number of directors at six (6).
  
- 2) To elect the following six (6) director nominees named in the Proxy Statement: Stephen H. Craney, William V. Eckles, Craig N. Hansen, Dr. George H. Winn, Darrel L. Kloeckner and Kathleen S. Skarvan.
  
- 3) To ratify the appointment of McGladrey LLP as the Company’s independent registered public accountant for the Company’s 2014 fiscal year.
  
- 4) To consider and vote upon, on a non-binding and advisory basis, named executive officer compensation.
  
- 5) To consider and recommend, on a non-binding and advisory basis, whether named executive officer compensation votes should occur every year, every two years or every three years.

The votes cast with respect to each item of business properly presented at the meeting are as follows:

Proposal No. 1—The shareholders approved setting the number of directors at six (6).

|                 |           |
|-----------------|-----------|
| For             | 4,035,624 |
| Against         | 926,209   |
| Abstain         | 527,528   |
| Broker Non-Vote | 0         |

Proposal No. 2—The shareholders elected each of the six nominees to the Board of Directors to serve until the next annual meeting of shareholders.

|                     | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Vote</b> |
|---------------------|------------|-----------------|----------------------------|
| Stephen H. Craney   | 2,791,290  | 1,197,434       | 1,500,637                  |
| William V. Eckles   | 2,796,142  | 1,192,582       | 1,500,637                  |
| Craig N. Hansen     | 2,964,782  | 1,023,942       | 1,500,637                  |
| Dr. George H. Winn  | 2,811,452  | 1,177,272       | 1,500,637                  |
| Darrel L. Kloeckner | 2,794,142  | 1,194,582       | 1,500,637                  |
| Kathleen S. Skarvan | 2,813,377  | 1,175,347       | 1,500,637                  |

Proposal No. 3—The shareholders ratified the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2014.

|                 |           |
|-----------------|-----------|
| For             | 4,679,946 |
| Against         | 769,415   |
| Abstain         | 40,000    |
| Broker Non-Vote | 0         |

Proposal No. 4—The shareholders approved, on a non-binding and advisory basis, named executive officer compensation.

|                 |           |
|-----------------|-----------|
| For             | 3,173,835 |
| Against         | 712,388   |
| Abstain         | 102,501   |
| Broker Non-Vote | 1,500,637 |

Proposal No. 5—The shareholders recommended, on a non-binding and advisory basis, that votes on named executive officer compensation should occur every year.

|                 |           |
|-----------------|-----------|
| 1 Year          | 3,182,975 |
| 2 Years         | 210,578   |
| 3 Years         | 67,330    |
| Abstain         | 527,841   |
| Broker Non-Vote | 1,500,637 |

In light of the recommendation at the Annual Meeting by the Company's shareholders, on a non-binding and advisory basis, of a one-year frequency for non-binding and advisory votes on the compensation of the Company's named executive officers, the Company will hold future non-binding and advisory shareholder votes on the compensation of the Company's named executive officers every year until its next vote on the frequency of such shareholder advisory votes.



**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.

Electromed, Inc.

Date: November 25, 2013 By /s/ Jeremy Brock  
Name: Jeremy Brock  
Title: Chief Financial Officer