

Penumbra Inc  
Form 8-K/A  
September 26, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

June 7, 2017  
Date of Report (Date of earliest event reported)

Penumbra, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction of incorporation or<br>organization)                           | 001-37557<br>(Commission File<br>No.) | 05-0605598<br>(I.R.S. employer identification<br>number) |
| One Penumbra Place<br>Alameda, CA 94502<br>(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))

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

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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.

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EXPLANATORY NOTE

This Amendment No. 1 to Current Report on Form 8-K/A (this “Amendment”) amends the Current Report on Form 8-K filed by Penumbra, Inc. (the “Company”) with the U.S. Securities and Exchange Commission on June 9, 2017 (the “Original 8-K”). The Original 8-K reported, among other things, the final voting results of the Company’s 2017 Annual Meeting of Stockholders held on June 7, 2017 (the “2017 Annual Meeting”). The sole purpose of this Amendment is to disclose, in accordance with Item 5.07(d) of Form 8-K, the decision of the Company’s Board of Directors (the “Board”) regarding the frequency of future non-binding advisory votes on executive compensation (“Say-on-Pay Votes”). No other changes have been made to the Original 8-K.

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

(d) As reported in the Original 8-K, at the 2017 Annual Meeting a majority of the votes cast recommended that the Company hold future Say-on-Pay Votes on an annual basis. The Board considered the results of this advisory vote. In light of these results and other factors, the Board determined that the Company will hold future Say-on-Pay Votes on an annual basis until the occurrence of the next advisory vote on the frequency of Say-on-Pay Votes, which the Company expects to hold no later than its Annual Meeting of Stockholders in 2023.

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: September 26, 2017 By: /s/ Robert D. Evans

Robert D. Evans

Executive Vice President, General Counsel and Secretary