

**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): 5/12/2021

COVETRUS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38794
(Primary Standard Industrial
Classification Code Number)

83-1448706
(I.R.S. Employer
Identification No.)

7 Custom House Street
Portland, ME 04101
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(888) 280-2221**

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Each Exchange on Which Registered</u>
Common Stock, par value \$0.01 per share	CVET	NASDAQ Global Select Market

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))

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 Securities Act.

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

(a) The Company held its annual meeting of shareholders on Wednesday, May 12, 2021 in a virtual only format (the “2021 Annual Meeting”). Set forth below are the final voting results on each matter submitted to a vote of shareholders at the 2021 Annual Meeting. Each proposal is described in more detail in the Company’s proxy statement for the 2021 Annual Meeting (the “2021 Proxy Statement”), dated April 1, 2021.

(b) Votes represented for quorum totaled 129,272,290.82 shares, or 94.86%. The final voting results of the 2021 Annual Meeting were as follows:

Proposal 1 - Election of Directors

Mark J. Manoff, Edward M. McNamara, Steven Paladino, and Sandra Peterson were elected as Class II Directors for terms expiring at the Company’s 2022 annual meeting of shareholders. The vote with respect to each nominee is set forth below:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstaining</u>	<u>Broker Non-Votes</u>	<u>As % Total Voted</u>
Mark J. Manoff	120,835,336.82	—	1,168,778	7,268,176	93.47%
Edward M. McNamara	120,399,816.82	—	1,604,298	7,268,176	93.14%
Steven Paladino	116,814,883.82	—	5,189,231	7,268,176	90.36%
Sandra Peterson	121,261,004.82	—	743,110	7,268,176	93.80%

Proposal 2 - Ratification of the Selection of BDO USA, LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2021

The shareholders ratified the selection of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021 by a vote of 129,179,775.82 shares for and 79,864 shares against, with 12,651 shares abstaining. This proposal was ratified with 99.93% of total voted shares.

Proposal 3 - Vote to Approve an Amendment to our Amended and Restated Certificate of Incorporation to Eliminate Supermajority Voting Requirements

The shareholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to eliminate supermajority voting requirements by a vote of 121,878,630.38 shares for and 94,646.43 shares against, with 12,651 shares abstaining and 7,268,176 broker non-votes. This proposal was approved with 89.44% of shares outstanding.

Proposal 4 - Non-Binding, Advisory Vote to Approve the 2020 Compensation Paid to the Company's Named Executive Officers

The shareholders approved, on a non-binding advisory basis, the 2020 compensation paid to the Company’s named executive officers, as disclosed in the 2021 Proxy Statement, by a vote of 120,463,439.38 shares for and 1,456,094.43 shares against, with 84,581 shares abstaining and 7,268,176 broker non-votes. This proposal was approved with 93.19% of total voted shares.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Covetrus, Inc.

Date: May 17, 2021

By: /s/ Jamey S. Seely
Name: Jamey S. Seely
Title: General Counsel & Corporate Secretary