

MARRONE BIO INNOVATIONS INC  
Form 8-K  
May 31, 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): May 25, 2016**

**MARRONE BIO INNOVATIONS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36030**  
**(Commission**  
  
**File Number)**

**20-5137161**  
**(I.R.S. Employer**  
  
**Identification No.)**

**1540 Drew Avenue, Davis, CA**  
**(Address of principal executive offices)**

**95618**  
**(Zip Code)**

**Registrant's telephone number, including area code: (530) 750-2800**

**(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 (see General Instruction A.2. below):

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The disclosure set forth under Proposal 1 in Item 5.07 of this Form 8-K is incorporated herein by reference. On May 31, 2016, Marrone Bio Innovations, Inc. ( we or our ) issued a press release announcing the election of directors, which is attached hereto as Exhibit 99.1.

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

On May 25, 2016, we held our Annual Meeting of Stockholders (the Annual Meeting ) in Davis, California. Of the 24,583,831 shares of common stock outstanding and entitled to vote at the Annual Meeting, 19,991,880 shares were present at the Annual Meeting either in person or by proxy, constituting a quorum of 81.3%. Our stockholders considered and voted on the following proposals at the Annual Meeting:

*Proposal 1. Election of Directors*

The holders of the our common stock elected two nominees to serve as Class III directors for three-year terms, ending at the time of the 2019 Annual Meeting of Stockholders (or until a successor is duly elected and qualified) pursuant to our Bylaws and the applicable laws of the State of Delaware. The results of the voting were as follows:

| <b>Name of Director</b>  | <b>VOTES FOR</b> | <b>VOTES WITHHELD</b> | <b>BROKER NON-VOTES</b> |
|--------------------------|------------------|-----------------------|-------------------------|
| Zachary S. Wochok, Ph.D. | 14,029,620       | 538,900               | 5,423,360               |
| George H. Kerckhove      | 14,028,218       | 540,302               | 5,423,360               |

*Proposal 2. Ratification of the selection of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2016*

The holders of the our common stock ratified the selection of Ernst & Young LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2016. The results of the voting were as follows:

|                  |            |
|------------------|------------|
| VOTES FOR:       | 18,681,157 |
| VOTES AGAINST:   | 1,300,773  |
| VOTES ABSTAINED: | 9,950      |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 99.1       | Press release issued on May 31, 2016 by Marrone Bio Innovations, Inc. |

**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.

**MARRONE BIO INNOVATIONS, INC.**

Dated: May 31, 2016

By: /s/ Linda V. Moore  
Linda V. Moore  
Senior Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 99.1       | Press release issued on May 31, 2016 by Marrone Bio Innovations, Inc. |