

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Apollo Medical Holdings, Inc.

**Form: 8-K**

**Date Filed: 2018-06-21**

Corporate Issuer CIK: 1083446

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): June 18, 2018

**APOLLO MEDICAL HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-37392  
(Commission File  
Number)

46-3837784  
(I.R.S. Employer  
Identification Number)

1668 S. Garfield Avenue, 2nd Floor, Alhambra, CA 91801  
(Address of principal executive offices) (zip code)

(626) 282-0288  
(Registrant's telephone number, including area code)

N/A  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

See Item 5.07 and Item 9.01 below, which disclosure is incorporated herein by reference.

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

As set forth in the definitive proxy statement of its board of directors (the "Board") filed with the Securities Exchange Commission on April 30, 2018 (the "Proxy Statement"), on June 18, 2018, Apollo Medical Holdings, Inc. (the "Company") held its 2018 annual meeting of stockholders at its offices located at 1668 S. Garfield Avenue, 3rd Floor, Alhambra, California 91801 (the "Annual Meeting") for its stockholders to vote on five proposals:

- Proposal 1:** To amend the Company's Restated Certificate of Incorporation to eliminate the limitation on the number of directors as provided in the Proxy Statement.
- Proposal 2:** To amend the Company's Restated Certificate of Incorporation to declassify the Board as provided in the Proxy Statement.
- Proposal 3:** To amend the Company's Restated Certificate of Incorporation to clarify the voting standard for removing directors as provided in the Proxy Statement.
- Proposal 4:** To elect three directors of the Company, each to hold office as provided in the Proxy Statement.
- Proposal 5:** To ratify the appointment of BDO USA, LLP as the Company's independent registered public accounting firm as provided in the Proxy Statement.

The foregoing proposals were the only proposals to be acted upon at the Annual Meeting. For additional information regarding such proposal, see the Proxy Statement.

At the close of business on April 26, 2018, the record date for the Annual Meeting (the "Record Date"), there were 33,334,059 shares of common stock, par value \$0.001 per share, of the Company, issued and outstanding, each share being entitled to one vote and to be voted together as one class vote at the Annual Meeting (collectively, the "Voting Shares"). At the Annual Meeting, the holders of 21,401,269 Voting Shares were present in person or represented by proxy, constituting a quorum for the Annual Meeting. As of the Record Date, 1,111,111 shares of the Company's Series A preferred stock and 555,555 shares of the Company's Series B preferred stock, par value \$0.001 per share, were held by Network Medical Management, Inc., a wholly-owned subsidiary of the Company, and therefore, pursuant to the Delaware General Corporation Law, such shares of preferred stock were not voted, nor counted for quorum purposes, at the Annual Meeting.

The number of votes cast for and against, as well as abstentions and broker non-votes with respect to each of Proposals 1, 2, 3 and 5, and the number of votes cast for and withheld, as well as broker non-votes with respect to Proposal 4, including a separate tabulation with respect to each director nominee for office, are set forth below:

**Proposal 1 - Amendment of Certificate of Incorporation to Eliminate the Limitation on the Number of Directors :**

For	Against	Abstain	Broker Non-Votes
20,060,122	408,647	500	932,000

**Proposal 2 - Amendment of Certificate of Incorporation to Declassify the Board :**

For	Against	Abstain	Broker Non-Votes
20,373,480	95,289	500	932,000

**Proposal 3 - Amendment of Certificate of Incorporation to Clarify the Voting Standard for Removing Directors :**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
20,467,175	1,575	519	932,000

**Proposal 4 - Election of Directors :**

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Thomas S. Lam, M.D.	20,469,269	0	932,000
David G. Schmidt	20,196,857	272,412	932,000
Michael F. Eng	20,196,313	272,956	932,000

**Proposal 5 - Ratification of the Appointment of BDO USA, LLP as Independent Registered Public Accounting Firm :**

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
21,136,715	156,875	107,679	0

Based on these voting results:

- The amendments to the Company's Restated Certificate of Incorporation to eliminate the limitation on the number of directors, to declassify the Board in a phased-in manner, and to clarify the voting standard for removing directors were adopted and approved;
- Thomas S. Lam, M.D., David G. Schmidt and Michael F. Eng were re-elected as directors of the Company for one-year terms; and
- The appointment of BDO USA, LLP as the Company's independent registered public accounting firm for 2018 was ratified.

On June 18, 2018, a Certificate of Amendment was filed with the Delaware Secretary of State to effectuate amendments to the Company's Restated Certificate of Incorporation to implement Proposals 1, 2 and 3 as approved and adopted at the Annual Meeting, which amendments became effective upon filing. The Board previously conditionally approved and adopted amendments to the Company's Restated Bylaws to declassify the Board in a phased-in manner, which amendments became effective on June 18, 2018 when the amendments to the Company's Restated Certificate of Incorporation to declassify the Board were approved and adopted.

The foregoing description of the amendments to the Company's Restated Certificate of Incorporation and Restated Bylaws is qualified in its entirety by reference to the full text of such amendments attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

[3.1](#) [Certificate of Amendment of the Company's Restated Certificate of Incorporation](#)

[3.2](#) [Amendments to the Company's Restated Bylaws](#)

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**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.

**APOLLO MEDICAL HOLDINGS, INC.**

Dated: June 21, 2018

By: /s/ Warren Hosseinion

Name: Warren Hosseinion

Title: Co-Chief Executive Officer

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**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
APOLLO MEDICAL HOLDINGS, INC.**

Apollo Medical Holdings, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the Corporation is Apollo Medical Holdings, Inc. This Certificate of Amendment amends the Corporation's Restated Certificate of Incorporation filed on January 16, 2015, and amended on April 24, 2015 and December 8, 2017.

SECOND: Article IX of the Company's Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"[Reserved.]"

THIRD: Article XIII of the Company's Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

"Unless otherwise required by law or by resolution of the Board of Directors, the authorized number of directors of the Corporation shall be fixed from time to time by the Board of Directors."

FOURTH: This Certificate of Amendment has been duly adopted by the Board of Directors and stockholders of the Corporation in accordance with Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its Co-Chief Executive Officer on this 18th day of June, 2018.

APOLLO MEDICAL HOLDINGS, INC.,  
a Delaware corporation

By: Warren Hosseinion  
Warren Hosseinion, M.D.,  
Co-Chief Executive Officer

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**Amendments to Sections 3.1 and 3.2 of Article III  
of the Restated Bylaws of  
Apollo Medical Holdings, Inc.,  
a Delaware corporation**

1. Defined Terms. Unless otherwise defined herein, the capitalized terms used herein shall have the same meanings set forth in the Restated Bylaws.

2. When and only if the conforming amendments to the Corporation's Restated Certificate of Incorporation to declassify the Board of Directors is approved and adopted by the Corporation's stockholders at the 2018 annual meeting of the Corporation's stockholders, immediately upon such approval and adoption, Section 3.1 of Article III of the Restated Bylaws shall be amended to read in full as follows:

"The authorized number of directors shall be fixed from time to time by the Board of Directors, provided that the authorized number of directors shall not be less than one (1).

The term of office of each director elected or appointed at or after the 2018 annual meeting of stockholders of the Corporation shall expire at the next annual meeting of stockholders following the date of election or appointment; provided, however, the term of any director who was elected or appointed prior to the 2018 annual meeting of stockholders will not be shortened. Each director shall serve until his or her successor is duly elected and qualified or until his or her death, resignation or removal.

As a result, (i) the terms of the Class I directors shall expire at the Company's 2018 annual meeting of stockholders, and concurrently therewith, Class I shall be eliminated, (ii) the terms of the Class II directors shall expire at the Company's 2019 annual meeting of stockholders, and concurrently therewith, Class II shall be eliminated, and (iii) the terms of the Class III directors shall expire at the Company's 2020 annual meeting of stockholders, and concurrently therewith, Class III shall be eliminated.

Any decrease in the authorized number of directors shall not become effective until the expiration of the term of the directors then in office unless, at the time of such decrease, there shall be vacancies on the board which are being eliminated by the decrease. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office."

3. When and only if the conforming amendments to the Corporation's Restated Certificate of Incorporation to declassify the Board of Directors is approved and adopted by the Corporation's stockholders at the 2018 annual meeting of the Corporation's stockholders, immediately upon such approval and adoption, Section 3.2 of Article III of the Restated Bylaws shall be amended to read in full as follows:

"Subject to the rights of the holders of any series of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause shall, unless otherwise required by law or by resolution of the Board of Directors, be filled only by a majority vote of the directors then in office, even if less than a quorum (and not by the stockholders), and directors so chosen shall serve for a term expiring at the next annual meeting of stockholders or until such director's successor shall have been duly elected and qualified. No decrease in the number of authorized directors shall shorten the term of any incumbent director.

Subject to the rights of the holders of any series of Preferred Stock then outstanding, any director, or the entire Board of Directors, may be removed from office at any time, either for or without cause, but only by the affirmative vote of the holders of a majority in voting power of the shares then entitled to vote thereon, voting together as a single class."

4. Full Force and Effect. In all other respects, the Restated Bylaws, as amended, shall remain in full force and effect.

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