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

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**FORM 8-K**

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**CURRENT REPORT**

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

June 1, 2022  
Date of Report (Date of earliest event reported)

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**Penumbra, Inc.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of incorporation or  
organization)

001-37557  
(Commission File No.)

05-0605598  
(I.R.S. employer identification number)

One Penumbra Place  
Alameda, CA 94502  
(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))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, Par value \$0.001 per share	PEN	The New York Stock Exchange

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 Exchange Act.

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

- (a) Penumbra, Inc. (“Penumbra” or the “Company”) held its Annual Meeting of Stockholders on June 1, 2022 (the “Annual Meeting”). Proxies for the Annual Meeting were solicited pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended. At the close of business on April 8, 2022, the record date for the Annual Meeting, there were 37,672,649 shares of the Company’s common stock, par value \$0.001 per share, outstanding and entitled to vote, and 34,402,545 of such shares were voted in person or by proxy at the Annual Meeting on the proposals described below.
- (b) At the Annual Meeting, Penumbra’s stockholders voted on the following three proposals, each of which is described in more detail in the Company’s [Definitive Proxy Statement on Schedule 14A](#) filed with the Securities and Exchange Commission on April 20, 2022. The number of votes cast with respect to each proposal was as indicated below:
- 1) **Election of Class I Directors.** The following nominees were elected to serve as Class I directors until the Company’s 2025 annual meeting of stockholders and until their respective successors are duly elected and qualified, or, if sooner, until the director’s death, resignation or removal, based on the following results of voting:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Don Kassing	25,603,216	4,388,873	4,410,456
Janet Leeds	22,692,682	7,299,407	4,410,456
Thomas Wilder	25,730,029	4,262,060	4,410,456

- 2) **Ratification of Selection of Independent Registered Public Accounting Firm.** The selection of Deloitte & Touche LLP as the independent registered public accounting firm for Penumbra for the fiscal year ending December 31, 2022 was ratified based on the following results of voting:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
34,315,964	79,707	6,874	N/A

- 3) **Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers.** The compensation of the Company’s named executive officers was approved, on an advisory basis, based on the following results of voting:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
27,337,932	2,642,692	11,465	4,410,456

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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.

**PENUMBRA, INC.**

Date: June 7, 2022

By: /s/ Johanna Roberts  
Johanna Roberts  
Executive Vice President, General Counsel and  
Secretary