

**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: May 30, 2024

**HealthStream, Inc.**  
(Exact name of Registrant as Specified in Its Charter)

Tennessee  
(State or Other Jurisdiction  
of Incorporation)

000-27701  
(Commission File Number)

62-1443555  
(IRS Employer  
Identification No.)

500 11th Avenue North, Suite 1000,  
Nashville, Tennessee  
(Address of Principal Executive Offices)

37203  
(Zip Code)

Registrant's Telephone Number, Including Area Code: 615-301-3100

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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

| Title of each Class             | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common Stock (Par Value \$0.00) | HSTM              | 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 (see General Instructions 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 (§ 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.

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

On May 30, 2024, HealthStream, Inc. (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”). The final results of the proposals submitted to shareholder vote at the Annual Meeting, which proposals were described in more detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 11, 2024, are set forth below.

- (1) The shareholders of the Company elected each of the following three directors in Class III for a term of three years and until their successors are duly elected and qualified:

|                      | <u>FOR</u>        | <u>WITHHELD</u>  | <u>BROKER NON VOTES</u> |
|----------------------|-------------------|------------------|-------------------------|
| Robert A. Frist, Jr. | <u>25,268,454</u> | <u>897,668</u>   | <u>1,373,400</u>        |
| Frank Gordon         | <u>23,969,764</u> | <u>2,196,358</u> | <u>1,373,400</u>        |
| Terry A. Rappuhn     | <u>25,748,351</u> | <u>417,771</u>   | <u>1,373,400</u>        |

The remaining directors of the Company not up for re-election at the Annual Meeting continue to serve on the Board of Directors.

- (2) The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024:

| <u>FOR</u>        | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON VOTES</u> |
|-------------------|----------------|----------------|-------------------------|
| <u>26,939,560</u> | <u>599,219</u> | <u>743</u>     | <u>0</u>                |

- (3) The shareholders of the Company approved a non-binding advisory resolution on the Company’s executive compensation as described in the Proxy Statement (“say-on-pay”):

| <u>FOR</u>        | <u>AGAINST</u>   | <u>ABSTAIN</u> | <u>BROKER NON VOTES</u> |
|-------------------|------------------|----------------|-------------------------|
| <u>25,049,159</u> | <u>1,112,090</u> | <u>4,873</u>   | <u>1,373,400</u>        |

- (4) The shareholders of the Company, through a non-binding advisory resolution, determined the frequency with which the Company will conduct future say-on-pay votes:

| <u>ONE YEAR</u>   | <u>TWO YEARS</u> | <u>THREE YEARS</u> | <u>ABSTAIN</u> | <u>BROKER NON VOTES</u> |
|-------------------|------------------|--------------------|----------------|-------------------------|
| <u>24,451,208</u> | <u>18,578</u>    | <u>1,679,619</u>   | <u>16,717</u>  | <u>1,373,400</u>        |

In light of the voting results with respect to the frequency of the advisory vote on executive compensation as set forth above and the Company’s recommendation that shareholders vote to hold future say-on-pay votes each year, the Company will continue to hold such votes each year until the next required advisory vote on the frequency of such votes.

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

(d) Exhibits

104 Cover Page Interactive Data File (the cover page XBRL tags are imbedded in the Inline XBRL document)

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**SIGNATURE**

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.

Date: June 3, 2024

HEALTHSTREAM, INC.

By: /s/ Scott A. Roberts

Scott A. Roberts

Chief Financial Officer