

NOVANTA INC  
Form 8-K  
May 12, 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 10, 2016**

**NOVANTA INC.**

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

**New Brunswick, Canada**  
**(State or other jurisdiction**

**of incorporation)**

**001-35083**  
**(Commission**

**File Number)**

**98-0110412**  
**(IRS Employer**

**Identification No.)**  
**01730**

**125 Middlesex Turnpike**

**Bedford, Massachusetts**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code (781) 266-5700**

**GSI Group Inc.**

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

On May 11, 2016, following the approval of the company's shareholders (see Item 4 described below under Item 5.07 of this Current Report), GSI Group Inc. filed Articles of Amendment with the New Brunswick Director of Corporations to change its name to Novanta Inc..

On May 12, 2016, the company commenced trading on The Nasdaq Global Select Market under the name Novanta Inc. and the ticker symbol NOVT (CUSIP Number: 67000B104).

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

On May 10, 2016, GSI Group Inc., now known as Novanta Inc. (the Company), held its Annual and Special Meeting of Shareholders. A total of 29,168,734 common shares were present or represented by proxy at the meeting, representing approximately 84.51 percent of the Company's common shares outstanding as of April 1, 2016, the Record Date. The following are the voting results on proposals considered and voted upon at the meeting, all of which were described in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission on April 8, 2016.

Item 1 Election of directors for a term of office expiring on the date of the annual meeting of shareholders in 2017, until his successor is elected or appointed, or until his earlier death, resignation or removal.

| NOMINEE            | Votes FOR  | Votes WITHHELD | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Stephen W. Bershad | 23,607,697 | 1,188,732      | 4,372,305        |
| Harry L. Bosco     | 24,371,352 | 425,077        | 4,372,305        |
| Dennis J. Fortino  | 24,236,897 | 559,532        | 4,372,305        |
| Ira J. Lamel       | 23,961,328 | 835,101        | 4,372,305        |
| Dominic A. Romeo   | 24,724,823 | 71,606         | 4,372,305        |
| John A. Roush      | 24,725,350 | 71,079         | 4,372,305        |
| Thomas N. Secor    | 24,371,414 | 425,015        | 4,372,305        |

Item 2 Approval, on an advisory basis, of the Company's executive compensation.

| Votes FOR  | Votes AGAINST | Votes ABSTAINED | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 24,203,776 | 503,302       | 89,351          | 4,372,305        |

Item 3 Appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to serve until the 2017 annual meeting of shareholders.

| Votes FOR  | Votes AGAINST | Votes ABSTAINED | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 29,131,113 | 11,374        | 26,245          | 2                |

Item 4 Adoption of a resolution approving Articles of Amendment to change the name of the Company to Novanta Inc.

| Votes FOR | Votes AGAINST | Votes ABSTAINED | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
|-----------|---------------|-----------------|------------------|

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|            |        |        |   |
|------------|--------|--------|---|
| 29,088,217 | 40,962 | 39,554 | 1 |
|------------|--------|--------|---|

Based on the foregoing votes, each of the seven nominees for director was elected and Items 2, 3 and 4 were approved.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits:**

10.1 Articles of Amendment of the Registrant, dated May 11, 2016

**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.

Novanta Inc.  
(Registrant)

Date: May 12, 2016

By: /s/ Robert J. Buckley  
Robert J. Buckley  
Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit<br/>No.</b> | <b>Description</b>  |
|------------------------|---|
| 10.1                   | Articles of Amendment of the Registrant, effective May 11, 2016 |