

Natural Grocers by Vitamin Cottage, Inc.  
Form 8-K  
March 06, 2015

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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**

Date of report (date of earliest event reported): **March 4, 2015**

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**Natural Grocers by Vitamin Cottage, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**                      **001-35608**    **45-5034161**  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File No.)        Identification No.)

**12612 West Alameda Parkway**

**Lakewood, Colorado 80228**

(Address of principal executive offices) (Zip Code)

**(303) 986-4600**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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:

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 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))

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

The 2015 Annual Meeting of Stockholders (the “Annual Meeting”) of Natural Grocers by Vitamin Cottage, Inc. (the “Company”) was held on March 4, 2015, in Lakewood, Colorado. A total of 20,385,432 shares of the Company’s common stock were represented at the Annual Meeting in person or by proxy, constituting approximately 90.65% of the outstanding shares entitled to vote at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders voted on the following matters, which are described in detail in the Proxy Statement filed by the Company with the Securities and Exchange Commission on January 16, 2015:

1. To elect Kemper Isely, Heather Isely and Edward Cerkovnik as Class III directors, each to serve for a three-year term expiring at the Company’s 2018 Annual Meeting of Stockholders (“Proposal No. 1”); and
2. To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending September 30, 2015 (“Proposal No. 2”).

The Company’s stockholders approved the nominees recommended for election in Proposal No. 1. The votes cast on Proposal No. 1 were as follows:

|                  | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|------------------|------------|----------------|-----------------|-------------------------|
| Kemper Isely     | 16,482,119 | 0              | 2,299,337       | 1,603,976               |
| Heather Isely    | 16,379,777 | 0              | 2,401,679       | 1,603,976               |
| Edward Cerkovnik | 18,671,881 | 0              | 109,575         | 1,603,976               |

The Company’s stockholders approved Proposal No. 2. The votes cast on Proposal No. 2 were as follows:

|          | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------|------------|----------------|-----------------|-------------------------|
| KPMG LLP | 20,364,323 | 14,541         | 6,568           | 0                       |

**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.

Dated: March 6, 2015

**Natural Grocers by  
Vitamin Cottage, Inc.**

By: /s/ Kemper Isely  
Name: Kemper Isely  
Title: Co-President