

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: April 30, 2019
(Date of earliest event reported)

NAUTILUS, INC.
(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation)

001-31321
(Commission File Number)

94-3002667
(I.R.S. Employer Identification No.)

17750 SE 6th Way
Vancouver, Washington 98683
(Address of principal executive offices and zip code)

(360) 859-2900
(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 (§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. ☐

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, no par value	NLS	New York Stock Exchange

NAUTILUS, INC.
FORM 8-K

Item 5.07 Matters Submitted to a Vote of Security Holders

On April 30, 2019 Nautilus, Inc. held its annual meeting of shareholders. At the annual meeting, the Company's shareholders (i) elected Ronald P. Badie, Richard A. Horn, M. Carl Johnson, III, Anne G. Saunders and Marvin G. Siegert to the Company's Board of Directors, each to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified, (ii) adopted a non-binding advisory resolution approving the Company's executive compensation, (iii) ratified the appointment of KPMG LLP as the Company's independent registered accounting firm for the year ending December 31, 2019, and (iv) approved, on an advisory basis, one year as the frequency of future advisory votes on the Company's executive compensation.

The following is a summary of the voting results for each matter submitted to the shareholders:

(1) Proposal to elect a Board of Directors consisting of five (5) members:

Name	Votes For	Votes Withheld	Broker Non-Votes
Ronald P. Badie	21,935,514	1,350,074	4,087,211
Richard A. Horn	21,973,872	1,311,716	4,087,211
M. Carl Johnson, III	22,292,454	993,134	4,087,211
Anne G. Saunders	22,061,207	1,224,381	4,087,211
Marvin G. Siegert	21,945,172	1,340,416	4,087,211

(2) Proposal to adopt a non-binding advisory resolution approving the Company's executive compensation:

For	Against	Abstain	Non-Votes
22,402,509	867,611	15,468	4,087,211

(3) Proposal to ratify the appointment of KPMG LLP as Independent Registered Public Accounting Firm:

For	Against	Abstain	Non-Votes
27,298,113	69,546	5,140	—

(4) Proposal to approve, on an advisory basis, the frequency of future advisory votes on executive compensation:

1 Year	2 Year	3 Year	Abstain	Non-Votes
20,738,346	393,427	2,143,197	10,618	4,087,211

In accordance with the recommendation of the Board of Directors, the Company's shareholders approved, on an advisory basis, one year as the frequency for holding future advisory votes to approve the Company's executive compensation. In light of such approval, the Company intends to hold an advisory vote on the compensation of the Company's named executive officers on an annual basis until the next required vote on the frequency of holding an advisory vote to approve executive compensation.

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.

NAUTILUS, INC.
(Registrant)

May 6, 2019
(Date)

By:

/s/ **Wayne M. Bolio**

Wayne M. Bolio

Senior Vice President, Law and Human Resources, General Counsel

GSB:10195870.2