

**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: June 16, 2021
(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 S.E. 6th Way
Vancouver, Washington 98683
(Address of principal executive offices, including 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))

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

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.

Nautilus, Inc. (the "**Company**") held via webcast its 2021 Annual Meeting of Shareholders on June 16, 2021 (the "**Annual Meeting**"). At the Annual Meeting, the Company's shareholders voted on three proposals, each of which is described in more detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 29, 2021 (the "**Proxy Statement**").

The matters described below were voted on at the Annual Meeting and the number of votes cast with respect to each matter was as indicated.

1. To elect a Board of Directors, consisting of six (6) members, to serve until the next annual meeting of shareholders or until their successors are duly elected and qualified.

Nominee	Shares For	Shares Withheld	Broker Non-Votes
James Barr, IV	12,743,892	156,581	7,831,472
Richard A. Horn	12,658,702	241,771	7,831,472
M. Carl Johnson, III	12,725,111	175,362	7,831,472
Patricia M. Ross	12,754,793	145,680	7,831,472
Anne G. Saunders	12,732,550	167,923	7,831,472
Marvin G. Siegert	12,441,660	458,813	7,831,472

2. To approve the compensation of the named executive officers in a non-binding, advisory vote, as reported in the Proxy Statement.

Votes For	Votes Against	Abstentions	Broker Non-Votes
12,036,263	302,173	562,037	7,831,472

3. To ratify the Audit Committee's appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2022.

Votes For	Votes Against	Abstentions
20,660,267	34,052	37,626

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NAUTILUS, INC.
(Registrant)

June 21, 2021
Date

By: /s/ Aina E. Konold
Aina E. Konold
Chief Financial Officer
(Principal Financial and Accounting Officer)