

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 29, 2024

Outset Medical, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39513

(Commission File Number)

20-0514392
(IRS Employer
Identification No.)

3052 Orchard Dr.,
San Jose, California
(Address of Principal Executive Offices)

95134
(Zip Code)

Registrant's Telephone Number, Including Area Code: (669) 231-8200

Not Applicable

(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:

- 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, \$0.001 par value per share	OM	The Nasdaq Stock Market LLC

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 29, 2024, Outset Medical, Inc. (the “Company”) held its Annual Meeting of Stockholders at 1:30 p.m. Pacific Time in a virtual format via live audio webcast (the “Annual Meeting”). As of April 2, 2024, the Company’s record date, there were a total of 51,702,159 shares of common stock outstanding and entitled to vote at the Annual Meeting. At the beginning of the Annual Meeting, 38,482,261 shares of common stock were present virtually in person or by proxy, and, therefore, a quorum was present. Three items of business were acted upon by the stockholders at the Annual Meeting. The final results for the votes regarding each proposal are set forth below.

Proposal One: Election of Class I Directors

Each of Karen Drexler, Dale E. Jones and Leslie Trigg was elected to serve as a class I director to hold office until the Company’s 2027 annual meeting of stockholders and until the election and qualification of his or her successor. Votes were cast as follows:

	For	Withheld	Broker Non-Votes
Karen Drexler	25,813,322	7,579,904	5,089,035
Dale E. Jones	32,551,383	841,843	5,089,035
Leslie Trigg	32,066,397	1,326,829	5,089,035

Since the Board is divided into three classes with one class elected each year to hold office for a three-year term, the following directors continued to serve as directors of the Company immediately after the Annual Meeting: D. Keith Grossman, Patrick T. Hackett, Jim Hinrichs, Brent D. Lang and Andrea L. Saia.

Proposal Two: Advisory Vote on Named Executive Officer Compensation

The proposal to approve the 2023 compensation of the Company’s named executive officers as disclosed in its 2024 proxy statement on a non-binding advisory basis was approved by the following vote:

For	Against	Abstain	Broker Non-Votes
16,832,317	16,462,009	98,900	5,089,035

Proposal Three: Ratification of Appointment of Independent Registered Public Accounting Firm

The stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 by the following vote:

For	Against	Abstain	Broker Non-Votes
38,253,001	128,630	100,630	—

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 thereunto duly authorized.

Outset Medical, Inc.

Date: May 30, 2024

By: _____ /s/ John Brottem

John Brottem
General Counsel
