

**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 8, 2024**

TACTILE SYSTEMS TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-37799
(Commission
File Number)

41-1801204
(IRS Employer
Identification No.)

3701 Wayzata Blvd, Suite 300, Minneapolis, MN 55416
(Address of principal executive offices) (Zip Code)

(612) 355-5100
(Registrant's telephone number, including area code)

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, Par Value \$0.001 Per Share	TCMD	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As further described below in Item 5.07 of this Current Report on Form 8-K, on May 8, 2024, at the Annual Meeting of Stockholders of Tactile Systems Technology, Inc. (the “Company”), the Company’s stockholders approved an amendment (the “Exculpation Amendment”) to the Company’s Amended and Restated Certificate of Incorporation to allow for exculpation of the Company’s officers from liability in specific circumstances. On May 8, 2024, the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation that sets forth the Exculpation Amendment (the “Certificate of Amendment”).

A description of the Exculpation Amendment is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 27, 2024 (the “Proxy Statement”) in the section entitled “Proposal 4 - Approval of an Amendment to our Amended and Restated Certificate of Incorporation to Allow for Exculpation of Officers as Permitted by Delaware Law.” The foregoing description of the Exculpation Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

On May 8, 2024, the Company held its 2024 Annual Meeting of Stockholders and the Company’s stockholders voted on the following matters:

Election of Directors

The following nominees were elected to serve as directors for a term that will last until the Company’s 2025 Annual Meeting of Stockholders or until his or her successor is duly elected and qualified. The number of votes cast for and withheld from each nominee and the number of broker non-votes with respect to each nominee were as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
Valerie L. Asbury	17,781,587	442,062	2,616,580
William W. Burke	17,801,596	422,053	2,616,580
Sheri L. Dodd	17,874,433	349,216	2,616,580
Raymond O. Huggenberger	17,801,042	422,607	2,616,580
Daniel L. Reuvers	17,867,596	356,053	2,616,580
D. Brent Shafer	17,838,149	385,500	2,616,580
Carmen B. Volkart	17,838,867	384,782	2,616,580
B. Vindell Washington	18,036,704	186,945	2,616,580

Ratification of the Selection of Grant Thornton LLP as the Company’s Independent Auditor for 2024

The Company’s stockholders ratified the appointment by the Audit Committee of the Company’s Board of Directors of Grant Thornton LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024 by voting as follows:

For	Against	Abstain	Broker Non-Votes
20,705,430	112,433	22,366	0

Advisory Vote on Approval of the Compensation of the Company’s Named Executive Officers

The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers by voting as follows:

For	Against	Abstain	Broker Non-Votes
17,781,574	419,547	22,528	2,616,580

Approval of an Amendment to the Company’s Amended and Restated Certificate of Incorporation to Allow for Exculpation of Officers as permitted by Delaware Law

The Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to allow for exculpation of officers as permitted by Delaware law by voting as follows:

For	Against	Abstain	Broker Non-Votes
17,296,464	913,066	14,119	2,616,580

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation, dated May 8, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

TACTILE SYSTEMS TECHNOLOGY, INC.

Date: May 9, 2024

By: /s/ Elaine M. Birkemeyer

Elaine M. Birkemeyer

Chief Financial Officer

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
TACTILE SYSTEMS TECHNOLOGY, INC.**

Tactile Systems Technology, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), hereby certifies as follows:

FIRST: At a meeting of the Board of Directors of the Corporation, the Board of Directors approved a proposed amendment to the Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) of the Corporation.

SECOND: The proposed amendment provides that the heading of Article 8, and Section 8.1, of the Certificate of Incorporation is hereby amended to read in its entirety as follows:

**ARTICLE 8
DIRECTOR AND OFFICER LIABILITY; INDEMNIFICATION AND INSURANCE**

- 8.1 Elimination of Certain Liability of Directors and Officers. The personal liability of the directors and the officers of the Corporation shall be eliminated to the fullest extent permitted by law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or an officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

THIRD: Pursuant to Section 242 of the General Corporation Law of the State of Delaware, at the Corporation’s 2024 annual meeting of stockholders, duly called and held, the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: The foregoing amendment shall be effective on the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by the authorized officer named below, this 8th day of May, 2024.

TACTILE SYSTEMS TECHNOLOGY, INC.

By: /s/ Elaine M. Birkemeyer

Elaine M. Birkemeyer

Chief Financial Officer
