
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 25, 2023

The Pennant Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-38900

83-3349931

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**1675 E Riverside Drive, Suite 150,
Eagle, ID 83616**

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **(208) 506-6100**

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))

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---|--------------------------|--|
| Common Stock, par value \$0.001 per share | PNTG | Nasdaq Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

The Pennant Group, Inc. (the “Corporation”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on May 25, 2023. The number of issued and outstanding shares of the Corporation’s common stock entitled to vote at the Annual Meeting was 30,203,449. These shares were issued and outstanding as of April 3, 2023, which was the record date for the Annual Meeting. There were present at the Annual Meeting, either in person or by proxy, 24,921,509 shares of the Corporation’s common stock. The matters voted upon at the Annual Meeting and the results of the votes were as follows:

1. The two nominees named below were elected by a majority of votes cast to serve as Class III directors of the board of directors, to serve until the 2026 Annual Meeting and until a successor is elected and qualified, and the voting results were as follows:

| Director | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------------------|------------------|----------------------|--------------------|-------------------------|
| Christopher R. Christensen | 15,293,871 | 5,640,114 | 18,320 | 3,969,204 |
| John G. Nackel | 14,422,448 | 6,511,437 | 18,420 | 3,969,204 |
| Brent J. Guerisoli | 20,764,929 | 185,914 | 1,462 | 3,969,204 |

2. The selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2023, was ratified, and the voting results were as follows:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 24,913,462 | 6,118 | 1,929 |

3. The compensation paid to the company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, was approved on an advisory basis, and the voting results were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 20,042,765 | 888,881 | 20,659 | 3,969,204 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 104 | Cover Page Interactive Data File – the cover page XBRL tags are 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.

Dated: May 25, 2023

THE PENNANT GROUP, INC.

By: /s/ KIRK S. CHENEY

Kirk S. Cheney

Corporate Secretary