

Strategic Education, Inc.  
Form 8-K  
May 01, 2019

**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) April 30, 2019

**Strategic Education, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**0-21039**

**52-1975978**

(Commission File Number) (I.R.S. Employer Identification No.)

**2303 Dulles Station Boulevard**

**Herndon, VA 20171**

(Address of Principal Executive Offices) (Zip Code)

**(703) 561-1600**

(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:

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))

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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 2.02 Results of Operations and Financial Condition.**

On May 1, 2019, Strategic Education, Inc. (the “Company” or “SEI”) issued a press release announcing its financial results for the period ended March 31, 2019. A copy of the press release is furnished as Exhibit 99.1 hereto and is hereby incorporated by reference into this Item 2.02.

The information furnished under this Item 2.02, including Exhibit 99.1, shall not be deemed “filed” with the SEC nor incorporated by reference in any registration statement filed by SEI under the Securities Act of 1933, as amended.

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

The Company held its 2019 Annual Meeting of Stockholders on April 30, 2019. There were 21,936,567 shares of common stock eligible to be voted at the Annual Meeting and 20,605,314 shares were presented in person or represented by proxy at the meeting which constituted a quorum to conduct business.

There were three proposals submitted to the Company’s stockholders at the Annual Meeting. All proposals were passed. The final results of voting on each of the proposals are as follows:

*Proposal 1: Elect eleven directors to the Board of Directors.*

| <b>Nominee</b>           | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|--------------------------|------------------|----------------------|----------------|------------------------|
| Robert S. Silberman      | 18,867,749       | 791,636              | 5,183          | 940,746                |
| J. Kevin Gilligan        | 19,228,976       | 432,342              | 3,250          | 940,746                |
| Robert R. Grusky         | 19,189,574       | 471,305              | 3,689          | 940,746                |
| Dr. Charlotte F. Beason  | 19,464,404       | 196,752              | 3,413          | 940,745                |
| Rita D. Brogley          | 19,654,018       | 7,311                | 3,241          | 940,744                |
| Dr. John T. Casteen, III | 19,598,317       | 62,503               | 3,749          | 940,745                |
| H. James Dallas          | 19,653,281       | 7,540                | 3,748          | 940,745                |
| Nathaniel C. Fick        | 19,652,320       | 8,501                | 3,748          | 940,745                |
| Karl McDonnell           | 19,568,876       | 90,558               | 5,134          | 940,746                |
| Todd A. Milano           | 19,555,236       | 105,643              | 3,689          | 940,746                |
| G. Thomas Waite, III     | 19,269,642       | 391,178              | 3,748          | 940,746                |

*Proposal 2: Ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------------|----------------------|----------------|------------------------|
| 19,730,615       | 662,952              | 211,747        | 0                      |

*Proposal 3: Approval on an advisory basis of the compensation of the named executive officers.*

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------------|----------------------|----------------|------------------------|
| 19,295,158       | 199,656              | 169,755        | 940,745                |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b> |
|-----------------------|--------------------|
|-----------------------|--------------------|

99.1      Press Release, dated May 1, 2019

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**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.

STRATEGIC EDUCATION, INC.

Date: May 1, 2019 By: /s/ Daniel W. Jackson  
Daniel W. Jackson  
Executive Vice President and Chief Financial Officer