

**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)
November 18, 2021

SHARPS COMPLIANCE CORP.

Commission File No. 001-34269

(Exact Name Of Registrant As Specified In Its Charter)

| | |
|---|--------------------------------------|
| Delaware | 74-2657168 |
| (State Or Other Jurisdiction Of Incorporation Or Organization) | (IRS Employer Identification No.) |

9220 Kirby Drive, Suite 500
Houston, Texas 77054
(Address Of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code)
713-432-0300

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 | Name of Each Exchange on Which Registered |
|---------------------------------|-----------------------|--|
| Common Shares, \$0.01 Par Value | SMED | 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.

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

At the annual meeting of the stockholders of Sharps Compliance Corp. (the "Company", "Sharps" or "we"), held on November 18, 2021, the matters voted upon at the Company's Annual Meeting, and the results of the voting including broker non-votes as to such matters, were as stated below.

Proposal 1. The following nominees for directors were elected to serve one-year terms expiring at the 2022 annual meeting of stockholders:

| Nominee | For | Against | Abstentions | Withheld |
|----------------------|------------|----------------|--------------------|-----------------|
| Sharon R. Gabrielson | 9,264,857 | — | — | 226,261 |
| Parris H. Holmes | 9,106,374 | — | — | 384,744 |
| W. Patrick Mulloy II | 9,323,448 | — | — | 167,670 |
| David P. Tusa | 9,290,510 | — | — | 200,608 |
| Susan N. Vogt | 9,268,148 | — | — | 222,970 |

Broker Non-Votes: 5,647,081

Proposal 2. The Non-Binding Advisory Vote on on executive compensation:

| For | Against | Abstain |
|------------|----------------|----------------|
| 8,477,835 | 977,533 | 35,750 |

Broker Non-Votes: 5,647,081

Proposal 3. The ratification of the selection by the Audit Committee of the Company's Board of Directors of BDO USA, LLP as the Company's independent registered public accounting firm for the current fiscal year:

| For | Against | Abstain |
|------------|----------------|----------------|
| 15,099,282 | 34,867 | 4,050 |

Broker Non-Votes: None

Item 9.01. Financial Statements and Exhibits.

None

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.

Date: November 19, 2021

SHARPS COMPLIANCE CORP.

By: /s/ DIANA P. DIAZ
Executive Vice President and Chief Financial Officer