

**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): June 12, 2018

**Performant Financial Corporation**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35628**  
(Commission  
File Number)

**20-0484934**  
(IRS Employer  
Identification No.)

**333 North Canyons Parkway**  
**Livermore, California 94551**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (925) 960-4800**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

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.

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

The 2018 Annual Meeting of Stockholders (the “Annual Meeting”) of Performant Financial Corporation (the “Company”) was held on June 12, 2018, at 10:00 AM, P.D.T., at the Courtyard by Marriott Hotel located at 2929 Constitution Drive, Livermore, California 94550. A total of 46,215,450 shares of the Company’s common stock were present in person or by proxy at the Annual Meeting, representing 89.72% of the total number of shares outstanding and entitled to vote at the meeting.

The number of votes cast for, against or withheld, as well as abstentions and broker non-votes, as applicable, with respect to each proposal considered at the Annual Meeting is as follows:

Proposal No. 1 – Election of Directors

The Company’s stockholders elected three Class III directors to serve until the 2021 Annual Meeting of Stockholders or until their successors are elected and qualified:

<u>Nominee:</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non Votes</u>
Lisa C. Im	44,244,048	19,064	1,952,338
Bradley M. Fluegel	36,766,098	7,497,014	1,952,338
Bruce E. Hansen	44,239,621	23,491	1,952,338

Proposal No. 2 – Ratification of the Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non Votes</u>
46,189,305	5,904	20,241	0

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**SIGNATURE**

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: June 14, 2018

PERFORMANT FINANCIAL CORPORATION

By: /s/ Lisa Im  
Lisa Im  
Chief Executive Officer