

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 1, 2022

SeaSpine Holdings Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36905
(Commission
File Number)

47-3251758
(I.R.S. Employer
Identification No.)

5770 Armada Drive, Carlsbad, CA 92008
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (760) 727-8399

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock

Trading Symbol(s)
SPNE

Name of each exchange on which registered
The Nasdaq Global Select Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On June 1, 2022, SeaSpine Holdings Corporation (the “Company,” “we,” “us,” or “our”) held its annual meeting of stockholders (the “Annual Meeting”). Four proposals were submitted to our stockholders for a vote at the Annual Meeting. The proposals are described in detail in our definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 22, 2022 (the “Proxy Statement”). Below is a brief description of, and the final results of the votes for, each proposal (where applicable, voting results, including broker non-votes, reflect fractional shares rounded down to the nearest whole share):

Proposal 1: Each of the Class I nominees for our board of directors identified below was elected to serve for a three-year term to expire at our 2025 annual meeting of stockholders and until their successors are duly elected and qualified by the votes set forth below.

<i>Nominee</i>	<i>Votes For</i>	<i>Votes Withheld</i>	<i>Broker Non-Votes</i>
Keith Bradley	21,193,077	7,746,540	3,606,631
Michael Fekete	21,002,542	7,937,075	3,606,631
John B. Henneman, III	20,532,124	8,407,493	3,606,631

Proposal 2: Our stockholders ratified the appointment of RSM US LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2022 by the votes set forth below.

<i>Votes For</i>	<i>Votes Against</i>	<i>Abstentions</i>	<i>Broker Non-Votes</i>
32,460,463	81,929	3,857	--

Proposal 3: Our stockholders approved, on an advisory basis, the compensation of our named executive officers as disclosed in the Proxy Statement

	<i>Votes For</i>	<i>Votes Against</i>	<i>Abstentions</i>	<i>Broker Non-Votes</i>
by the votes set forth below.	27,761,034	570,397	608,186	3,606,631

Proposal 4: Our stockholders approved an amendment to our amended and restated certificate of incorporation to increase the authorized number of shares of our common stock from 60 million to 120 million (the “Charter Amendment”) by the votes set forth below.

<i>Votes For</i>	<i>Votes Against</i>	<i>Abstentions</i>	<i>Broker Non-Votes</i>
29,806,226	2,699,951	436	39,634

Item 8.01 Other Events.

As reported above, our stockholders approved the Charter Amendment at the Annual Meeting. The Charter Amendment became effective on June 1, 2022, upon the filing of a certificate of amendment to our amended and restated certificate of incorporation with the Delaware Secretary of State, a copy of which is filed as an exhibit to this report.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation dated June 1, 2022
	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.

SeaSpine Holdings Corporation

Date: June 3, 2022

By: /s/ Patrick Keran

Name: Patrick Keran

Title: Senior Vice President, General Counsel

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SEASPINE HOLDINGS CORPORATION**

SeaSpine Holdings Corporation (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. This Certificate of Amendment (this "Certificate of Amendment") amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation filed with the Secretary of State on June 29, 2015, as amended by the Certificate of Amendment thereto filed with the Secretary of State on June 2, 2021 (as amended to date, the "Certificate of Incorporation").
2. Article IV of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

ARTICLE IV.

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of capital stock which the Corporation shall have authority to issue is one hundred thirty five million (135,000,000). The total number of shares of Common Stock that the Corporation is authorized to issue is one hundred twenty million (120,000,000), having a par value of \$0.01 per share, and the total number of shares of Preferred Stock that the corporation is authorized to issue is fifteen million (15,000,000), having a par value of \$0.01 per share.

3. This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.
4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its duly authorized officer on this this 1st day of June, 2022.

SEASPINE HOLDINGS CORPORATION

By: /s/ Patrick L. Keran

Name: Patrick L. Keran

Title: Senior Vice President, General Counsel and Secretary