

**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 21, 2024

TREACE MEDICAL CONCEPTS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40355
(Commission
File Number)

47-1052611
(IRS Employer
Identification Number)

100 Palmetto Park Place
Ponte Vedra, Florida 32081
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (904) 373-5940

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(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	TMCI	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.

At the 2024 Annual Meeting of Stockholders (the "Meeting") of Treace Medical Concepts, Inc. (the "Company") held on May 21, 2024, the stockholders of the Company voted on the following proposals, each of which is described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 2, 2024. The results of voting on the four proposals, including final voting tabulations, are set forth below.

Proposal 1: Election of Directors.

The stockholders elected, by the votes indicated below, the following nominees to the Company's Board of Directors to serve as Class III directors for a three-year term of office expiring at the 2027 annual meeting of the stockholders or until their respective successors have been duly elected and qualified:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
John K. Bakewell	39,111,657	9,678,827	5,994,650
Richard W. Mott	40,173,787	8,616,697	5,994,650
John T. Treace	44,023,225	4,767,259	5,994,650

Proposal 2: Advisory Vote on Executive Compensation.

By the vote stated below, the stockholders approved, on an advisory, non-binding basis, the compensation of the Company's named executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
44,766,561	4,009,999	13,924	5,994,650

Proposal 3: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation

By the vote stated below, the stockholders approved, on an advisory, non-binding basis, to hold future advisory votes on the compensation of the Company's named executive officers ("Say-on-Pay Votes") every 1 year:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
46,655,691	118	50,989	2,083,686	5,994,650

Considering the stockholders' non-binding approval to hold future Say-on-Pay Votes every 1 year, the Company's board of directors (the "Board") has determined that future Say-on-Pay Votes will be conducted every 1 year. The Board will re-evaluate this determination after the next required stockholder advisory vote on the frequency of future Say-on-Pay Votes (which will be at the Company's 2030 annual meeting of shareholders, unless presented earlier).

Proposal 4: Ratification of Selection of Independent Registered Public Accounting Firm.

By the vote stated below, the stockholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
52,692,649	2,089,850	2,635	0

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TREACE MEDICAL CONCEPTS, INC.

Date: May 22, 2024

By: /s/ Mark L. Hair
Mark L. Hair
Chief Financial Officer
