

**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 22, 2024

INSULET CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-------------------------------------|--|
| Delaware | 001-33462 | 04-3523891 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

100 Nagog Park

Acton Massachusetts 01720

(Address of Principal Executive Offices, including Zip Code)

**Registrant's
telephone
number,
including
area code: (978) 600-7000**

**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 (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 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 accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

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 | PODD | The NASDAQ Stock Market, LLC |

Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its 2024 Annual Meeting of Stockholders on May 22, 2024. Of the 70,022,493 shares outstanding and entitled to vote, 63,779,026 shares were represented at the meeting, constituting a quorum of 91.08%.

Shareholders:

- Elected each of the three Class II director nominees to the Board for a three-year term;
- Provided advisory approval of the compensation of certain of the Company's executive officers ("Say-on-Pay"); and
- Ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

The results of the votes for each of these proposals were as follows:

Proposal Election of Directors

1.

| Nominee | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------------|-------------------------|
| Wayne A.I. Frederick | 59,378,621 | 2,275,299 | 2,125,106 |
| Flavia H. Pease | 61,595,261 | 58,659 | 2,125,106 |
| Timothy J. Scannell | 55,344,456 | 6,309,464 | 2,125,106 |

The terms in office of the Class I (Luciana Borio, Michael R. Minogue and Timothy C. Stonesifer) and the Class III Directors (James R. Hollingshead, Jessica Hopfield, and Elizabeth H. Weatherman) continued after the 2024 Annual Meeting.

Proposal Advisory Vote on Executive Compensation - Say on Pay

2.

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 59,316,205 | 2,320,081 | 17,634 | 2,125,106 |

3. Proposal Ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.

| For | Against | Abstentions |
|------------|----------------|--------------------|
| 63,343,082 | 420,334 | 15,610 |

No other matters were submitted for shareholder action.

SIGNATURES

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

May 28, 2024

INSULET CORPORATION

By: /s/ Patricia K. Dolan

Name: Patricia K. Dolan

Title: Vice President and Secretary