

TRUPANION INC.
Form 8-K
February 08, 2018

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): February 2, 2018
TRUPANION, INC.
(Exact name of registrant as specified in its charter)

Delaware 001-36537 83-0480694
(State or other jurisdiction of (Commission (IRS Employer
incorporation) File Number) Identification No.)
6100 4th Avenue S, Suite 200
Seattle, Washington 98108
(Address of principal executive offices, including zip code)

(855) 727 - 9079
(Registrant's telephone number, including area code)
(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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

Departure of Director

On February 2, 2018, Glenn Novotny, a member of the Board of Directors of Trupanion, Inc. (the “Company”), notified the Company of his intention to retire from the Company's Board of Directors (the “Board”) to pursue personal interests, effective April 28, 2018. Mr. Novotny’s resignation was not the result of any disagreement with the Company or the Board. A copy of the resignation letter from Mr. Novotny, dated February 2, 2018 is filed as Exhibit 99.1 hereto and incorporated herein by reference.

Non-Employee Director Compensation Plan

On February 6, 2018, the Board approved a Compensation Program for Non-Employee Directors, which provides for equity awards in the form of stock options or restricted stock units, to be granted to each non-employee director of the Company. A copy of the Company’s Compensation Program for Non-Employee Directors is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

Exhibit 10.1 Compensation Program for Non-Employee Directors

Exhibit 99.1 Board Resignation Letter

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.

TRUPANION, INC.

By: /s/ Tricia Plouf

Name: Tricia Plouf

Title: Chief Financial Officer

Date: February 8, 2018