
**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 11, 2023

COMPUTER PROGRAMS AND SYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State of Incorporation)

000-49796
(Commission
File Number)

74-3032373
(IRS Employer
Identification No.)

54 St. Emanuel Street, Mobile, Alabama 36602
(Address of Principal Executive Offices, including Zip Code)

(251) 639-8100
(Registrant's telephone number, including area code)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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, par value \$.001 per share	CPSI	The NASDAQ Stock Market LLC

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 communication 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 5.07 Submission of Matters to a Vote of Security Holders.

Computer Programs and Systems, Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”) on May 11, 2023. Summarized below are descriptions of the matters voted on at the 2023 Annual Meeting and the final results of such voting:

Proposal 1 – Election of Three Class III Directors. The stockholders elected each of the director nominees to serve as a Class III director until the Company’s 2026 Annual Meeting of Stockholders and until a successor has been duly elected and qualified. The three nominees were current Class III directors of the Company who were re-elected. The result of the vote taken at the 2023 Annual Meeting was as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Regina M. Benjamin	10,509,987	1,761,199	2,824	1,123,768
David A. Dye	11,189,216	1,081,749	3,045	1,123,768
Christopher T. Hjelm	12,035,042	234,811	4,157	1,123,768

Proposal 2 – Advisory Vote on Executive Compensation. The stockholders adopted a resolution approving, on an advisory basis, the compensation paid to the Company’s named executive officers, as disclosed in the Company’s Definitive Proxy Statement on Schedule 14A (the “2023 Proxy Statement”) in accordance with the compensation disclosure rules of the Securities and Exchange Commission. The result of the vote taken at the 2023 Annual Meeting was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
11,809,111	440,452	24,447	1,123,768

Proposal 3 – Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation. The stockholders adopted a resolution approving, on an advisory basis, the frequency of future advisory votes on the compensation of the Company’s named executive officers. The result of the vote taken at the 2023 Annual Meeting was as follows:

<u>Every Year</u>	<u>Every Two Years</u>	<u>Every Three Years</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
11,365,534	4,425	879,421	24,630	1,123,768

A majority of the votes cast on the frequency proposal were cast in favor of holding an annual “say-on-pay” vote, which was also the frequency recommended to the stockholders by the Company’s Board of Directors. In light of the voting results with respect to Proposal 3, the Company’s Board of Directors decided that the Company will hold an advisory say-on-pay vote each year in connection with its annual meeting of stockholders until the next vote on the frequency of stockholder advisory votes on the compensation of executives or until the Board of Directors otherwise determines that a different frequency for such advisory votes is in the best interests of the stockholders. The next advisory vote on the frequency of future say-on-pay votes will occur no later than 2029.

Proposal 4 – Ratification of Appointment of Independent Registered Public Accountants. The stockholders ratified the appointment of Grant Thornton LLP as the independent registered public accountants of the Company for the year ending December 31, 2023. The result of the vote taken at the 2023 Annual Meeting was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
13,172,199	181,598	43,981

