

INDEPENDENCE HOLDING CO  
Form 8-K  
November 14, 2016

**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): **November 11, 2016**

**Independence Holding Company**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-32244**  
(Commission File Number)

**58-1407235**  
(I.R.S. Employer  
Identification Number)

**96 Cummings Point Road**  
**Stamford, CT 06902**

(Address of principal executive offices, including zip code)

**(203) 358-8000**

(Registrant's telephone number, including area code)

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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of Independence Holding Company (the Company) was held on November 11, 2016. Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

*Proposal One Election of Directors*

The stockholders of the Company elected each of the following director nominees proposed by the Company's Board of Directors to serve until the next annual meeting of stockholders of the Company. The voting results for each director nominee are set forth below.

| <b>Name</b>                | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------------|------------|-----------------|-------------------------|
| Mr. Larry R. Graber        | 12,418,360 | 2,286,453       | 1,807,509               |
| Ms. Teresa A. Herbert      | 11,736,515 | 2,968,298       | 1,807,509               |
| Mr. David T. Kettig        | 12,414,460 | 2,290,353       | 1,807,509               |
| Mr. Allan C. Kirkman       | 14,418,980 | 285,833         | 1,807,509               |
| Mr. John L. Lahey          | 14,528,942 | 175,871         | 1,807,509               |
| Mr. Steven B. Lapin        | 12,418,360 | 2,286,453       | 1,807,509               |
| Mr. Ronald I. Simon        | 14,543,241 | 161,572         | 1,807,509               |
| Mr. James G. Tatum, C.F.A. | 14,528,942 | 175,871         | 1,807,509               |
| Mr. Roy T. K. Thung        | 12,503,192 | 2,201,621       | 1,807,509               |

*Proposal Two Ratification of Appointment of Independent Auditors*

The stockholders of the Company ratified the appointment of RSM US LLP as the Company's independent auditor for the fiscal year ended December 31, 2016. The voting results for the appointment of RSM US LLP are set forth below.

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| <b>For</b> | <b>Against</b> | <b>Abstention</b> | <b>Broker Non-Votes</b> |
|------------|----------------|-------------------|-------------------------|
| 16,501,506 | 721            | 10,095            | 0                       |

*Proposal Three Adoption of the Independence Holding Company 2016 Stock Incentive Plan*

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The stockholders of the Company adopted the Independence Holding Company 2016 Stock Incentive Plan (the Plan ). The voting results for the adoption of the Plan are set forth below.

| <b>For</b> | <b>Against</b> | <b>Abstention</b> | <b>Broker Non-Votes</b> |
|------------|----------------|-------------------|-------------------------|
| 14,397,708 | 124,860        | 182,245           | 1,807,509               |

**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.

**INDEPENDENCE HOLDING COMPANY**

Date: November 14, 2016

By: */s/ Loan Nisser*  
Name: Loan Nisser  
Title: Vice President and  
Secretary