

Zamoff Mitchell Eliot
 Form 4
 February 04, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Zamoff Mitchell Eliot

2. Issuer Name and Ticker or Trading Symbol
 UNITEDHEALTH GROUP INC
 [UNH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/03/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and General Counsel

C/O UNITEDHEALTH GROUP, 9900 BREN ROAD EAST

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MINNETONKA, MN 55343

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/03/2011		S ⁽¹⁾	3,102 D \$ 44	75,134	D	
Common Stock	02/03/2011		F	2,359 D \$ 43.04	72,775	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zamoff Mitchell Eliot C/O UNITEDHEALTH GROUP 9900 BREN ROAD EAST MINNETONKA, MN 55343			EVP and General Counsel	

Signatures

Dannette L. Smith, Attorney-in-Fact for Mitchell E. Zamoff
 02/04/2011
 __Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 4, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. LINE-HEIGHT: 1.25">

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

On June 14, 2016, the Company’s shareholders approved three proposals at the Annual Meeting. Of the 12,253,117 shares of Common Stock outstanding as of the record date, 11,412,786 shares (or approximately 93.1% of the issued and outstanding shares) were represented at the Annual Meeting, which constituted a quorum. The Company’s shareholders voted on the following matters, of which a description of each may be found in the Company’s Proxy Statement: (i) to elect four directors to serve one-year terms expiring at the Annual Meeting, or until their successors have been duly elected and qualified; (ii) to approve the appointment of Marcum LLP as the independent registered public accounting firm to audit the Company’s financial statements for the fiscal year ending December 31, 2016; and (iii) to approve an amendment to the Company’s Restated Articles of Incorporation to implement the Reverse Split, within a range from 1-for-2 to 1-for-20, with the exact ratio of the Reverse Split to be determined by the Board of Directors of the Company (the “Board”). The number of votes cast for and against (or withheld) and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below.

On June 14, 2016, the independent inspector of elections for the Annual Meeting, Christel Pauli of American Election Services, LLC, delivered the certified results, which reported that shareholders had voted to: (i) elect the four nominees to the Board; (ii) approve the appointment of Marcum LLP as the independent registered public accounting firm to audit the Company’s financial statements for the fiscal year ending December 31, 2016; and (iii) approve an amendment to the Company’s Restated Articles of Incorporation to implement the Reverse Split, within a range from 1-for-2 to 1-for-20, with the exact ratio of the Reverse Split to be determined by the Board.

Proposal 1: Annual Election of Directors

The voting results for the annual election of directors are as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Steven N. Bronson	7,277,582	2,786,341	1,348,863
David J. Wolenski	7,277,582	2,786,341	1,348,863
Dale E. Wallis	7,277,582	2,786,341	1,348,863
Nicholas A. Yarymovych	7,277,582	2,786,341	1,348,863

Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s shareholders ratified the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016. The following sets forth the results of the voting with respect to this proposal:

Explanation of Responses:

Votes For Votes Against Votes Abstained Broker Non-Votes

8,934,202 2,476,288 2,296 —

Proposal 3: Approval of Reverse Split

The Company's shareholders approved of the proposal to authorize the Board to effect a reverse stock split of all outstanding shares of Common Stock, at any ratio at its discretion, from 1-for-2 up to 1-for-20. The following sets forth the results of the voting with respect to this proposal:

Votes For Votes Against Votes Abstained Broker Non-Votes

7,812,449 3,592,435 7,902 —

No other items were presented for shareholder approval at the Annual Meeting.

On June 15, 2016, the Company issued a press release announcing the results of its Annual Meeting held on June 14, 2016. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Articles of Incorporation, dated June 14, 2016
99.1	Press Release, dated June 15, 2016

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.

QUALSTAR
CORPORATION

Dated: June 17, 2016 By: /s/ Steven
N.
Bronson
Name:
Steven N.
Bronson
Title:
President
and Chief
Executive
Officer