
**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):

September 14, 2017

Interpace Diagnostics Group, Inc.

(Exact name of registrant as specified in charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

000-24249
(Commission
file number)

22-2919486
(I.R.S. Employer
Identification Number)

**Morris Corporate Center 1, Building C
300 Interpace Parkway
Parsippany, NJ 07054**

(Address of principal executive offices; zip code)

(855)-776-6419
(Registrant's telephone number, including area code)

N/A
(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:

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

On September 14, 2017, the Company held its Annual Meeting of Stockholders (the “Annual Meeting”). The following proposals were voted on and approved by the Company’s stockholders at the Annual Meeting with the stockholders having voted as set forth below:

Proposal 1: To elect two Class III members of the Board of Directors of the Company, who will serve for a term of three years.

| | <u>For</u> | <u>Withhold</u> | <u>Broker Non-Vote</u> |
|-------------------------|------------|-----------------|------------------------|
| (a) Joseph Keegan, Ph.D | 5,736,303 | 802,908 | 9,538,190 |
| (b) Jack E. Stover | 4,995,827 | 1,543,384 | 9,538,190 |

Proposal 2: To conduct a non-binding advisory vote on a resolution approving the compensation of the Company’s named executive officers.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 4,494,342 | 1,919,244 | 125,625 | 9,538,190 |

Proposal 3: To conduct a non-binding advisory vote on a resolution to approve named executive officer compensation every one, two or three years.

| <u>Every One Year</u> | <u>Every Two Years</u> | <u>Every Three Years</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|-----------------------|------------------------|--------------------------|----------------|------------------------|
| 2,627,223 | 220,885 | 3,506,004 | 185,099 | 9,538,190 |

Proposal 4: To approve an amendment to the Company’s Amended and Restated 2004 Stock Award and Incentive Plan to increase the maximum number of shares available for sale thereunder by 3,700,000 and to approve certain recent option awards.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 3,583,065 | 2,858,374 | 97,772 | 9,538,190 |

Proposal 5: To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 14,748,684 | 1,072,557 | 256,160 | 0 |

SIGNATURE

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.

Interpace Diagnostics Group, Inc.

Date: September 18, 2017

By: /s/ Jack E. Stover

Jack E. Stover
Chief Executive Officer

