

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 29, 2019

BARRETT BUSINESS SERVICES, INC.

(Exact name of registrant as specified in charter)

Maryland
(State of incorporation)

0-21886
(Commission File Number)

52-0812977
(IRS Employer Identification No.)

8100 N.E. Parkway Drive, Suite 200
Vancouver, Washington
(Address of principal executive offices)

98662
(Zip Code)

Registrant's telephone number, including area code: (360) 828-0700

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))
- ☐ 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 \$.01 per share	BBSI	The Nasdaq Stock Market LLC

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.

(a) Barrett Business Services, Inc. (the "Company"), held its annual meeting of stockholders on May 29, 2019 (the "Annual Meeting").

(b) The matters considered and voted on by the Company's stockholders at the Annual Meeting and the voting results were as follows:

Proposal 1. Seven directors were elected, each for a one-year term, by the votes indicated.

<u>Nominee</u>	<u>Shares Voted</u>	<u>Shares Voted</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
	<u>For</u>	<u>Against</u>		
Thomas J. Carley	5,116,055	683,205	6,549	954,562
Thomas B. Cusick	5,767,075	32,025	6,709	954,562
Michael L. Elich	5,718,396	80,690	6,723	954,562
James B. Hicks, Ph.D.	5,692,186	107,074	6,549	954,562
Jon L. Justesen	4,360,411	1,425,422	19,976	954,562
Anthony Mecker	5,195,623	603,130	7,056	954,562
Vincent P. Price	5,181,238	617,955	6,616	954,562

Proposal 2. Approval of 2019 Employee Stock Purchase Plan.

<u>Shares Voted</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
<u>For</u>			
5,797,504	6,426	1,879	954,562

Proposal 3. Approval, by non-binding vote, of the compensation paid to the Company's named executive officers.

<u>Shares Voted</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
<u>For</u>			
5,524,912	164,581	116,316	954,562

Proposal 4. Ratification of the selection of Deloitte and Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2019.

<u>Shares Voted</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>
<u>For</u>		
6,751,452	5,372	3,547

Proposal 5. Stockholder Proposal in Support of Proxy Access Bylaw.

<u>Shares Voted</u>	<u>Shares Voted Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
<u>For</u>			
3,537,461	2,252,815	15,533	954,562

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 thereunto duly authorized.

BARRETT BUSINESS SERVICES, INC.

Dated: June 4, 2019

By: /s/ Gary E. Kramer

Gary E. Kramer

Vice President-Finance, Treasurer and Secretary
