

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 15, 2021**

SONOMA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33216
(Commission
File Number)

68-0423298
(IRS Employer
Identification No.)

645 Molly Lane, Suite 150
Woodstock, GA 30189
(Address of principal executive offices)
(Zip Code)

(707) 283-0550
(Registrant's telephone number, including area code)

Not applicable.
(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 (see General Instruction A.2. below):

- 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, \$0.0001 par value per share	SNOA	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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.

Our annual meeting of stockholders was held on September 15 and 21, 2021. Proxies were solicited pursuant to our definitive proxy statement filed on July 29, 2021 with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934.

The number of shares of the Company's common stock entitled to vote at the annual meeting was 2,091,242. The number of shares of common stock present or represented by valid proxy at the annual meeting was 1,197,196. Each share of common stock was entitled to one vote with respect to matters submitted to the Company's stockholders at the annual meeting. At the annual meeting, our stockholders voted on the matters set forth below.

Proposal 1 – Election of One Class I Director

Philippe Weigerstorfer was duly elected as our Class I director. The results of the election were as follows:

NOMINEE	FOR	WITHHELD
Philippe Weigerstorfer	459,771	89,996

Proposal 2 – Advisory Vote to Approve Executive Compensation

Our stockholders voted upon and approved, by non-binding advisory vote, the compensation of our named executive officers for the year ended March 31, 2021, as described in our proxy statement dated July 29, 2021. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
326,511	204,217	19,039

Proposal 3 – Ratification of the Appointment of Independent Registered Public Accounting Firm

Our stockholders voted upon and approved the ratification of the appointment of Frazier & Deeter LLC as our independent registered public accounting firm for the fiscal year ending March 31, 2022. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
1,162,699	14,184	20,313

Proposal 4 – Approval of Adoption of 2020 Equity Incentive Plan

Because proposal 4 did not reach the necessary votes as required by our bylaws, we adjourned the meeting to September 21, 2021 at 11 am MST at the same location, to continue to solicit votes on this proposal. On September 21, 2021, the number of shares of common stock present or represented by valid proxy at the annual meeting was 1,199,822 with 635,927 non-votes. On that day, our stockholders voted upon and did approve the adoption of the Company's 2021 Equity Incentive Plan, as described in our proxy statement dated July 29, 2021. The votes on this proposal were as follows:

FOR	AGAINST	ABSTAIN
273,042	272,046	18,807

Item 8.01. Other Events.

As previously disclosed, Sharon Barbari retired as a member of our board and committees effective with the conclusion of the annual stockholders' meeting. As a result of Ms. Barbari's retirement, our board realigned the committee structure as follows:

Name of Committee Member	Audit	Compensation	Nominating and Corporate Governance
Jerry McLaughlin	Chair	Chair	
Philippe Weigerstorfer	Member		Chair
Jay Birnbaum	Member	Member	Member

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.

Date: September 21, 2021

SONOMA PHARMACEUTICALS, INC.

By: /s/ Amy Trombly
Name: Amy Trombly
Title: Chief Executive Officer