

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 25, 2022

23andMe Holding Co.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39587
(Commission
File Number)

87-1240344
(IRS Employer
Identification No.)

349 Oyster Point Boulevard
South San Francisco, California 94080
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (650) 938-6300

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
Class A Common Stock, \$0.0001 par value per share	ME	The Nasdaq Global Select Market

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.

The 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”) of 23andMe Holding Co., a Delaware corporation (the “Company”), was held on August 25, 2022 at 1:00 P.M. Pacific Time via remote communication. Set forth below are the final voting results for each of the matters submitted to a vote of the stockholders at the 2022 Annual Meeting.

Proposal 1 – Election of Directors. All three Class I director nominees, Roelof Botha, Patrick Chung, and Sandra Hernández, M.D., were elected to serve on the Company’s Board of Directors (the “Board”) as Class I directors until the Company’s 2025 Annual Meeting of Stockholders and until their successors are duly elected and qualified, based on the following votes:

<u>Director Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Roelof Botha	1,797,444,732	16,584,769	83,937,040
Patrick Chung	1,808,676,160	5,353,341	83,937,040
Sandra Hernández, M.D.	1,811,404,936	2,624,565	83,937,040

Proposal 2 – Say-on-Frequency Vote. The Company’s stockholders voted, on a non-binding, advisory basis, for the Company to conduct an annual stockholder advisory vote on the compensation of the Company’s named executive officers, based on the following votes:

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>
1,811,005,761	2,360,699	343,758	319,283

Proposal 3 – Ratification of Independent Registered Public Accounting Firm for Fiscal 2023. The proposal to ratify the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2023 was approved, based on the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
1,896,973,044	615,971	377,526	0

As report above, the Company’s stockholders expressed a preference of “1 Year” for the frequency with which advisory votes on named executive officer compensation should be held. The Board considered the outcome of this advisory vote and, in accordance with its recommendation set forth in the definitive proxy statement filed by the Company with the Securities and Exchange Commission on July 15, 2022 and consistent with the stated preference of the majority of the Company’s stockholders, the Board has determined that future advisory stockholder votes on executive compensation will be conducted on an annual basis, until the next advisory vote on frequency is held. The next advisory vote regarding the frequency of say-on-pay votes is required to occur no later than the Company’s 2028 Annual Meeting of Stockholders.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

23ANDME HOLDING CO.

By:

/s/ Kathy Hibbs

Name: Kathy Hibbs

Title: Chief Administrative Officer

Dated: August 31, 2022
