

**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): June 1, 2020

**Arcadia Biosciences, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37383**  
(Commission  
File Number)

**81-0571538**  
(I.R.S. Employer  
Identification No.)

**202 Cousteau Place, Suite 105**  
**Davis, CA 95618**  
(Address of principal executive offices, including zip code)

**(530) 756-7077**  
(Registrant's telephone number, including area code)

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 Instructions 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              | RKDA              | NASDAQ Capital 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.**

At the annual meeting of stockholders of Arcadia Biosciences, Inc. (the “Company”) held on June 1, 2020 (the “Annual Meeting”), stockholders holding and entitled to vote 6,531,667 shares of common stock of the Company, or approximately 75.47% of the total outstanding shares of common stock on the record date for the Annual Meeting, were present either by attendance via live audio webcast or by proxy. At the Annual Meeting, the stockholders voted on the following two proposals, each of which is described in detail in the definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2020.

The final results for each of the matters considered at the Annual Meeting were as follows:

**PROPOSAL I: Election of Director**

The director nominee was elected to serve as a Class II director until the Company’s annual meeting of stockholders in 2023, or until his successor is duly elected and qualified, or his earlier resignation, death, or removal. Due to plurality election, votes could only be cast in favor of or withheld from the nominees and thus votes against were not applicable. The results of the election were as follows:

| <b>DIRECTOR NOMINEE</b> | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER NON-VOTES</b> |
|-------------------------|------------|-----------------|-------------------------|
| Gregory D. Waller       | 1,867,361  | 186,462         | 4,477,844               |

**PROPOSAL II: Ratification of Selection of Independent Registered Public Accountants**

The appointment of Deloitte & Touche LLP as the Company’s independent registered public accountants for the year ending December 31, 2020, was ratified by the affirmative votes of the stockholders. There were no broker non-votes on this proposal. The results of the ratification were as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 6,133,603  | 384,172        | 13,892         |

**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.

**ARCADIA BIOSCIENCES, INC.**

Date: June 3, 2020

By: /s/ PAMELA HALEY  
Name: Pamela Haley  
Title: Chief Financial Officer