

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): December 2, 2022

000-15701  
(Commission file number)

NATURAL ALTERNATIVES INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of incorporation)

1535 Faraday Avenue  
Carlsbad, California 92008  
(Address of principal executive offices)

84-1007839  
(IRS Employer Identification No.)

(760) 736-7700  
(Registrant's telephone number)

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common	NAII	NASDAQ

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 December 2, 2022. The following table sets forth the matters voted upon at the meeting and the results of the voting on each matter voted upon:

<b>Matter Voted Upon</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Election of one Class II director to serve until the next annual meeting of stockholders held to elect Class II directors and until such director's successor is elected and qualified:					
Alan G Dunn	3,040,433	210,045	—	—	1,315,687
Ratification of the selection of Haskell & White LLP as our independent registered public accounting firm for the fiscal year ending June 30, 2023	4,555,840	—	8,207	2,128	—
To approve, on an advisory, non-binding basis, the compensation of the Company's named executive officers	3,035,687	—	120,515	94,286	1,315,687
An advisory, non-binding vote regarding the frequency of voting by the stockholders on the executive compensation of the Company's executive officers				28,767	1,315,687
One year	1,329,245	—	—		
Two years	10,310	—	—		
Three years	1,882,166	—	—		

The election of the one named director, the Ratification of Haskell & White, the compensation of the named executive officers, and the three year frequency of non-binding votes on executive compensation were each approved by the stockholders at the annual meeting.

**ITEM 8.01 OTHER EVENTS.**

Under our Stock Repurchase Program we may, from time to time, purchase shares of our common stock, depending upon market conditions, in the open market or privately negotiated transactions. The Program is limited to amounts previously approved by the Board of Directors. On December 2, 2022, our Board of Directors authorized an increase in the authorized amount the Company can use to purchase its common shares pursuant to our Stock Repurchase Program by an additional \$1 million.

On December 5, 2022, Natural Alternatives International, Inc., a Delaware corporation ("NAI"), issued a press release announcing its Board of Directors has authorized the repurchase of up to an additional \$1 million of its common shares. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

99.1	<a href="#">Press Release of NAI issued on December 5, 2022.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**Natural Alternatives International, Inc.**

Date: December 5, 2022

By:     /s/ Michael E. Fortin    

**Michael E. Fortin**  
**Chief Financial Officer**



### **Natural Alternatives International, Inc. Announces a \$1 Million Increase in its Stock Repurchase Plan**

**Carlsbad, Calif.**, December 5, 2022 /PRNewswire/ -- Natural Alternatives International, Inc. ("NAI") (Nasdaq: NAII), a leading formulator, manufacturer and marketer of customized nutritional supplements, today announced its Board of Directors authorized a \$1.0 million increase to its stock repurchase plan bringing the total plan authorized repurchase amount to \$19.0 million. Under the repurchase plan, NAI may, from time to time, purchase shares of its common stock, depending upon market conditions, in open market or privately negotiated transactions. To date, we have purchased 2.1 million shares under this repurchase plan and after this increase we will have \$1.2 million available for future stock repurchases under the plan.

Mark A. Le Doux, Chairman and Chief Executive Officer of NAI stated, "We believe our stock continues to trade at levels significantly below the fair value of our company and we have increased our buyback authority to allow us to continue to purchase our shares. Our management team remains confident in our long-term success and the growth potential of our business. We are committed to expanding our business through growth in sales and we are excited that our new manufacturing and warehouse facility in Carlsbad, CA will become operational early in the new calendar year."

NAI, headquartered in Carlsbad, California, is a leading formulator, manufacturer and marketer of nutritional supplements and provides strategic partnering services to its customers. Our comprehensive partnership approach offers a wide range of innovative nutritional products and services to our clients including scientific research, clinical studies, proprietary ingredients, customer-specific nutritional product formulation, product testing and evaluation, marketing management and support, packaging and delivery system design, regulatory review and international product registration assistance. For more information about NAI, please see our website at <http://www.nai-online.com>.

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This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934 that are not historical facts and information. These statements represent our intentions, expectations and beliefs concerning future events, including, among other things, the fair value of our company, the growth potential of our business, our ability to acquire our shares on a reasonable basis, development of our new manufacturing and warehouse facility, as well as future economic conditions and the impact of such conditions on our business. We wish to caution readers these statements involve risks and uncertainties that could cause actual results and outcomes for future periods to differ materially from any forward-looking statement or views expressed herein. NAI's financial performance and the forward-looking statements contained herein are further qualified by other risks including those set forth from time to time in the documents filed by us with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K.

CONTACT – Michael Fortin, Chief Financial Officer, Natural Alternatives International, Inc., at 760-736-7700 or [investor@nai-online.com](mailto:investor@nai-online.com).

Web site: <http://www.nai-online.com/>

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