
**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 18, 2017**

PROPHASE LABS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-21617

(Commission
file number)

23-2577138

(I.R.S. Employer
Identification No.)

621 N. Shady Retreat Road, Doylestown, PA, 18901

(Address of principal executive offices)

(Registrant's telephone number, including area code): **(215) 345-0919**

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-2)
- 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 (§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.

On May 18, 2017, ProPhase Labs, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As at the record date of April 18, 2017, the Company had 17,080,776 shares of common stock, par value \$0.0005 per share (the “Common Stock”), outstanding and entitled to vote at the Annual Meeting. The following is a listing of the votes cast for or withheld, and the number of broker non-votes, with respect to each nominee for director and a listing of the votes cast for and against, as well as abstentions and broker-non votes, with respect to the vote to ratify the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017. At the Annual Meeting, the Company’s stockholders (i) elected each nominee as a director to serve as a director until the next annual meeting of stockholders and until his successor is duly elected and qualified and (ii) ratified the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017.

1. Directors Information:

Director	Number of Shares		
	For	Withheld	Broker Non-Votes
1. Ted Karkus	9,325,971	2,626,779	3,673,436
2. Jason Barr	9,484,064	2,468,686	3,673,436
3. Mark Burnett	9,326,011	2,626,739	3,673,436
4. Louis Gleckel, MD	9,285,671	2,667,079	3,673,436
5. Mark Leventhal	9,326,471	2,626,279	3,673,436

2. To ratify the appointment of EisnerAmper LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017:

For	Against	Abstentions	Broker Non-Votes
13,157,801	98,059	2,370,326	-

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

ProPhase Labs, Inc.

By: /s/ Robert V. Cuddihy, Jr.

Robert V. Cuddihy, Jr.

Chief Financial Officer

(Principal Accounting and Financial Officer)

Date: May 19, 2017
