

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 31, 2016

TRUPANION, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-36537

(Commission
File Number)

83-0480694

(IRS Employer
Identification No.)

**907 NW Ballard Way
Seattle, Washington 98107**

(Address of principal executive offices, including zip code)

(855) 727-9079

(Registrant's telephone number, including area code)

(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))
-

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As noted below, on May 31, 2016, the stockholders of Trupanion Inc. (the “Company”) approved an amendment to the Company’s certificate of incorporation to decrease the number of the Company’s authorized shares from 200,000,000 to 100,000,000. On June 2, 2016, the Company filed the Certificate of Amendment to the Restated Certificate of Incorporation with the Delaware Secretary of State to effect such amendment. A copy of the Certificate of Amendment to the Restated Certificate of Incorporation is filed as Exhibit 3.1 to this report.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 31, 2016, the Company held its 2016 Annual Meeting at which the Company’s stockholders (i) elected the three Class II directors identified in the table below to the Board of Directors of the Company to serve until the Company’s annual meeting of stockholders in 2019 or until their successors are duly elected and qualified, (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016, and (iii) approved an amendment to the Company’s Restated Certificate of Incorporation to reduce the number of authorized shares of common stock from 200,000,000 to 100,000,000. Set forth below are the final voting tallies for the Company’s 2016 Annual Meeting:

Proposal 1: Election of Directors	For	Withheld	Broker Non-Vote
Chad Cohen	17,626,602	1,242	7,156,135
Michael Doak	17,626,602	1,242	7,156,135
Darryl Rawlings	17,627,069	775	7,156,135

Proposal 2:	For	Against	Abstain	Broker Non-Vote
Ratification of independent auditor	24,767,304	0	16,675	0

Proposal 3:	For	Against	Abstain	Broker Non-Vote
Amend Restated Certificate of Incorporation	24,766,279	424	17,276	0

Item 9.01 Financial Statements and Exhibits

Exhibit Number	Exhibit Title or Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Trupanion Inc.

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.

TRUPANION, INC.

By: /s/ Tricia Plouf
Name: Tricia Plouf
Title: Chief Financial Officer

Date: June 3, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title or Description</u>
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Trupanion Inc.

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
TRUPANION, INC.**

Trupanion, Inc. (the “*Company*”), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify that:

1. Article IV, Section 1 of the Company’s current Restated Certificate of Incorporation (the “*Current Certificate*”) is hereby amended and restated in its entirety to read as follows:

“**1. Total Authorized.** The total number of shares of all classes of stock that the Corporation has authority to issue is One Hundred and Ten Million (110,000,000) shares, consisting of two classes: One Hundred Million (100,000,000) shares of Common Stock, \$0.00001 par value per share (“*Common Stock*”), and Ten Million (10,000,000) shares of Preferred Stock, \$0.00001 par value per share (“*Preferred Stock*”).”

2. The foregoing amendment to the Current Certificate has been duly approved by the Company’s Board of Directors in accordance with Sections 141 and 242 of the DGCL.

3. The foregoing amendment to Current Certificate has been duly approved by the Company’s stockholders in accordance with Section 242 of the DGCL.

4. This Certificate of Amendment shall be effective upon filing with the Delaware Secretary of State.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by its duly authorized officer this 2nd day of June, 2016 and the foregoing facts stated herein are true and correct.

TRUPANION, INC.

By: /s/ Darryl Rawlings

Name: Darryl Rawlings

Title: President and Chief Executive Officer