

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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**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): March 19, 2015

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**THE FEMALE HEALTH COMPANY**

(Exact name of registrant as specified in its charter)

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Wisconsin

(State or other jurisdiction of incorporation)

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1-13602

(Commission File Number)

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39-1144397

(I.R.S. Employer I.D. Number)

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515 North State Street  
Suite 2225  
Chicago, Illinois

(Address of Principal Executive Offices)

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60654

(Zip Code)

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312-595-9123

(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 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))
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### **Section 3 – Securities and Trading Markets**

#### **Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

Stephen M. Dearholt and Richard E. Wenninger retired from the Board of Directors of The Female Health Company (the "Company") as of the Annual Meeting of Shareholders of the Company (the "Annual Meeting") held on March 19, 2015. After giving effect to such retirements and the appointment of Sharon Meckes to the Board of Directors on March 19, 2015 as described in Item 5.02 below, four of the eight members of the Company's Board of Directors are independent directors under the applicable standards of the NASDAQ Stock Market. As a result, the Company's Board of Directors no longer has a majority of independent directors as required by NASDAQ Marketplace Rule 5605(b)(1). In addition, Mr. Wenninger had served on the Audit Committee, and as a result of his retirement the Audit Committee no longer has three members as required by NASDAQ Marketplace Rule 5605(c)(2). The NASDAQ Marketplace Rules have a cure period for both the majority independent board requirement and the audit committee membership requirement which gives the Company until the earlier of the Company's next annual meeting of shareholders or March 19, 2016 to regain compliance. The Company has provided the required notice to NASDAQ regarding its non-compliance with these rules and its reliance on the cure period.

### **Section 5 – Corporate Governance and Management**

#### **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 19, 2015, the Board of Directors (the "Board") of The Female Health Company (the "Company") appointed Sharon Meckes as a director of the Company for a term ending at the 2016 annual meeting of shareholders. Ms. Meckes has not been appointed to any committee of the Board at this time.

Ms. Meckes has extensive experience in the health care industry, particularly in the women's health field. Since September 2014, Ms. Meckes has established an independent consulting company, SMI, providing innovative marketing services. From 2007 through September 2014, Ms. Meckes held a variety of marketing positions with Bayer Healthcare, a subgroup of Bayer AG, a global enterprise in the fields of health care, agriculture and high-tech materials. From September 2013 to September 2104, Ms. Meckes served as Head of IUD Consumer Marketing for Bayer Healthcare. From June 2011 to September 2013, Ms. Meckes served as Launch Lead for Bayer Healthcare's Skyla® IUD. From January 2010 to May 2011, Ms. Meckes served as Deputy Director, New Product Planning, for Bayer Healthcare. Prior to joining Bayer Healthcare, Ms. Meckes held numerous consumer healthcare positions at Pfizer, Inc. and Warner-Lambert Company.

The Company's Nominating and Corporate Governance Committee recommended that Ms. Meckes be appointed as a director and the Board has concluded that Ms. Meckes is an "independent director" under the rules of the NASDAQ Stock Market.

A copy of the press release announcing the appointment of Ms. Meckes is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

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

The Annual Meeting of Shareholders of the Company was held on March 19, 2015. A total of 28,817,465 shares of common stock were eligible to vote at the Annual Meeting. The matters voted on at the Annual Meeting were as follows:

1. Election of Directors:

The following individuals were nominated for election to the Board of Directors for terms that expire at the next annual meeting of shareholders. All of the nominated directors were elected. The results of the vote on the election of directors were as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David R. Bethune	12,411,822	4,189,886	9,215,323
Donna Felch	14,073,167	2,528,541	9,215,323
Mary Margaret Frank, Ph.D.	14,888,621	1,713,087	9,215,323
William R. Gargiulo, Jr.	12,760,987	3,840,721	9,215,323
Karen King	13,875,817	2,725,891	9,215,323
Andrew S. Love	14,127,817	2,473,891	9,215,323
O.B. Parrish	13,739,736	2,861,972	9,215,323

2. Ratification of Auditors:

The shareholders voted to ratify the appointment by the Company's Audit Committee of McGladrey LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2015.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
24,911,030	832,895	73,106	—

**Section 9 - Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 -- Press Release of The Female Health Company, issued March 23, 2015.

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.

Date: March 23, 2015

THE FEMALE HEALTH COMPANY

BY /s/ Michele Greco  
Michele Greco, Executive Vice President and  
Chief Financial Officer

## Sharon Meckes Joins The Female Health Company Board of Directors

**CHICAGO (March 23, 2015)** -- The Female Health Company (NASDAQ-CM: FHCO) (the "Company"), which manufactures and markets the *FC2 Female Condom*, today announced that Sharon Meckes has joined the Company's Board of Directors.

Ms. Meckes has extensive experience in the health care industry, particularly in the women's health field. As head of IUD Consumer Marketing at Bayer Healthcare Pharmaceuticals, Ms. Meckes managed all consumer-facing efforts for Bayer's \$600+ million IUD portfolio. Previously at Bayer, she served as Launch Lead for the Skyla® IUD and as Deputy Director of New Product Planning for Women's Healthcare. She has also held numerous consumer healthcare positions at Pfizer, Inc. and Warner-Lambert Company.

"Sharon will bring to our Company tremendous experience in successfully marketing female health products to professionals and consumers, as well as extensive knowledge in identifying, evaluating, and selecting potential health care company and product acquisition candidates," stated Karen King, President and Chief Executive Officer of The Female Health Company. "We are delighted to have Sharon join our Board and believe she will be a great asset as we execute our growth strategy in coming years."

Ms. Meckes holds a Masters in Business degree from Pennsylvania State University and a B.S. in Marketing from Pennsylvania State University.

### About The Female Health Company

The Female Health Company, based in Chicago, Illinois, manufactures and markets the *FC2 Female Condom*® (*FC2*). Since the Company began distributing *FC2* in 2007, the product has been shipped to 144 countries. The Company owns certain worldwide rights to the *FC2 Female Condom*®, including patents that have been issued in a number of countries around the world. The patents cover key aspects of *FC2*, including its overall design and manufacturing process. The *FC2 Female Condom*® is the only currently available female-controlled product approved by FDA that offers dual protection against sexually transmitted infections, including HIV/AIDS, and unintended pregnancy. The World Health Organization (WHO) has cleared *FC2* for purchase by U.N. agencies.

### "Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995

*The statements in this release which are not historical fact are "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this release include statements relating to the Company's ability to successfully implement its growth strategy, and the effect of such strategy on the Company's business and results of operations. These statements are based upon the Company's current plans and strategies, and reflect the Company's current assessment of the risks and uncertainties related to its business, and are made as of the date of this release. The Company assumes no obligation to update any forward-looking statements contained in this release as a result of new information or future events, developments or circumstances. Such forward-looking statements are inherently subject to known and unknown risks and uncertainties. The Company's actual results and future developments could differ materially from the results or developments expressed in, or implied by, these forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, but are not limited to, the following: product demand and market acceptance; competition in the Company's markets and the risk of new competitors and new competitive product introductions; government contracting risks, including the appropriations process and funding priorities, potential bureaucratic delays in awarding contracts, process errors, politics or other pressures, and the risk that government tenders and contracts may be subject to cancellation, delay or restructuring; a governmental tender award indicates acceptance of the bidder's price rather than an order or guarantee of the purchase of any minimum number of units, and as a result government ministries or other public sector customers may order and purchase fewer units than the full maximum tender amount; the Company's reliance on its international partners in the consumer sector and on the level of spending on the female condom by country governments, global donors and other public health organizations in the global public sector; the economic and business environment and the impact of government pressures; risks involved in doing business on an international level, including currency risks, regulatory requirements, political risks, export restrictions and other trade barriers; the Company's production capacity, efficiency and supply constraints; the Company's ability to identify, successfully negotiate and complete suitable acquisitions or other strategic initiatives; the Company's ability to successfully integrate acquired businesses, technologies or products; and other risks detailed in the Company's press releases, shareholder communications and Securities and Exchange Commission filings, including the Company's Form 10-K for the year ended September 30, 2014. Actual events affecting the Company and the impact of such events on the Company's operations may vary from those currently anticipated.*

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For more information about the Female Health Company visit the Company's website at <http://www.femalehealth.com> and <http://www.femalecondom.org>. If you would like to be added to the Company's e-mail alert list, please send an e-mail to [FHCInvestor@femalehealthcompany.com](mailto:FHCInvestor@femalehealthcompany.com).