

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 Company's Annual Meeting, a total of 25,072,232 shares of the Company's Common Stock, par value \$0.01 per share ("Common Stock"), representing 80.84% of the total shares of Common Stock outstanding as of the record date, were represented virtually or by valid proxies at the Annual Meeting. This percentage constituted a quorum. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting were as follows:

Proposal No. 1: The Company's stockholders elected the following three Class I members to the Company's Board of Directors, to serve a three-year term, until his/her successor is duly elected and qualified.

Class	Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
I	Thomas N. Amonett	15,898,404	2,976,419	22,536	6,174,873
I	Margaret M. Foran	16,062,771	2,813,791	20,797	6,174,873
I	Travis J. Boone	18,536,204	341,296	19,859	6,174,873

Proposal No. 2: The Company's stockholders approved a non-binding advisory proposal for the compensation of the Company's named executive officers as disclosed in the proxy statement (the "say-on-pay" vote).

Votes For	Votes Against	Abstentions	Broker Non-Votes
15,204,053	3,642,572	50,734	6,174,873

Proposal No. 3: The vote to approve the frequency of the say-on-pay vote.

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
16,209,717	6,184	2,620,945	60,513	6,174,873

Proposal No. 4: The Company's stockholders ratified the appointment of KPMG LLP, as the Company's independent registered public accounting firm for 2023.

Votes For	Votes Against	Abstentions
24,762,457	9,189	300,586

Item 9.01. Financial Statements and Exhibits.

The Exhibits to this Current Report are listed in the Exhibit Index, which appears at the end of, and is incorporated by reference into, this Current Report.

Exhibit Index

Exhibit No.	Description
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104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document).
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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.

ORION GROUP HOLDINGS, INC.

By: /s/ Travis J. Boone
Travis J. Boone
President and Chief Executive Officer

Date: May 22, 2023
