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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 20, 2019**

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**NorthStar Healthcare Income, Inc.**

(Exact name of registrant as specified in its charter)

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**Maryland**  
(State or other jurisdiction  
of incorporation)

**000-55190**  
(Commission File  
Number)

**27-3663988**  
(I.R.S. Employer  
Identification No.)

**590 Madison Avenue, 34th Floor, New York, NY**  
(Address of principal executive offices)

**10022**  
(Zip Code)

**(212) 547-2600**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report.)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class common stock, par value \$0.01 per share	None	None

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.

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### Item 1.01. Entry into a Material Definitive Agreement.

On June 20, 2019, the board of directors (the “Board”) of NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”) approved the renewal of the advisory agreement (the “Advisory Agreement”) by and among NorthStar Healthcare, NorthStar Healthcare Income Operating Partnership, LP, NorthStar Healthcare’s operating partnership, CNI NSHC Advisors, LLC (formerly NSAM J-NSHC Ltd), NorthStar Healthcare’s advisor (the “Advisor”), and Colony Capital, Inc. (formerly NorthStar Asset Management Group Inc.), NorthStar Healthcare’s sponsor. The Advisory Agreement was renewed for an additional one-year term commencing on June 30, 2019 upon terms identical to those in effect through June 30, 2019. Pursuant to the Advisory Agreement, the Advisor will continue to perform day-to-day operational and administrative services for NorthStar Healthcare, including asset management services, acquisition services, accounting services and stockholder services.

The foregoing description of the Advisory Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the Advisory Agreement filed as Exhibit 10.1 to NorthStar Healthcare’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on July 1, 2014 and Amendment No. 1 to the Advisory Agreement filed as Exhibit 10.1 to NorthStar Healthcare’s Current Report on Form 8-K filed with the SEC on December 26, 2017, which agreement as amended is incorporated by reference herein.

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

(a) NorthStar Healthcare held its 2019 annual meeting of stockholders (the “Meeting”) on June 20, 2019. At the close of business on April 10, 2019, the record date for the Meeting, there were 189,255,653 shares of NorthStar Healthcare’s common stock outstanding and entitled to vote. Holders of 97,744,953 shares of common stock, representing a like number of votes, were present at the Meeting, either in person or by proxy.

(b) Matters voted upon by stockholders were as follows:

**Proposal 1.** At the Meeting, the following individuals were elected to the Board to serve until the 2020 annual meeting of stockholders and until his successor is duly elected and qualified, by the following vote:

<b>Nominees</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Vote</b>
Justin Chang	49,224,532	7,418,662	41,101,758
Ronald J. Jeanneault	49,213,263	7,429,932	41,101,758
Daniel J. Altobello	49,220,854	7,422,341	41,101,758
Gregory A. Samay	49,197,346	7,445,849	41,101,758
Jack F. Smith, Jr.	49,250,826	7,392,368	41,101,758

**Proposal 2.** At the Meeting, stockholders ratified the appointment of Grant Thornton LLP as NorthStar Healthcare’s independent registered public accounting firm for the fiscal year ending December 31, 2019, by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstained</b>
92,271,336	2,534,986	2,938,632

**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.

**NorthStar Healthcare Income, Inc.**

Date: June 21, 2019

By: /s/ Ann B. Harrington  
Ann B. Harrington  
General Counsel and Secretary