
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): **June 21, 2018**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

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.)

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))

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 1.01. Entry into a Material Definitive Agreement.

On June 21, 2018, 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 NorthStar, 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, 2018 upon terms identical to those in effect through June 30, 2018. 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, which agreement is incorporated by reference herein.

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

(a) NorthStar Healthcare held its 2018 annual meeting of stockholders (the “Meeting”) on June 21, 2018. At the close of business on April 10, 2018, the record date for the Meeting, there were 187,542,126 shares of NorthStar Healthcare’s common stock outstanding and entitled to vote. Holders of 97,235,137 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 2019 annual meeting of stockholders and until his successor is duly elected and qualified, by the following vote:

Nominees	Votes For	Votes Withheld	Broker Non-Vote
Robert C. Gatenio	51,609,448	3,408,816	42,216,872
Ronald J. Jeanneault	51,618,117	3,400,147	42,216,872
Daniel J. Altobello	51,568,543	3,449,721	42,216,872
Gregory A. Samay	51,602,327	3,426,937	42,216,872
Jack F. Smith, Jr.	51,626,071	3,403,193	42,216,872

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, 2018, by the following vote:

For	Against	Abstained
93,990,384	1,367,855	1,876,898

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, 2018

By: /s/ Ann B. Harrington

Ann B. Harrington
General Counsel and Secretary