

LGL GROUP INC  
Form 8-K  
October 12, 2018  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): October 4, 2018

THE LGL GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware                                      001-00106      38-1799862  
(State or Other Jurisdiction (Commission (IRS Employer  
of Incorporation)                      File Number) Identification No.)

2525 Shader Road, Orlando, FL                      32804  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (407) 298-2000

(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))

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Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.07. Submission of Matters to a Vote of Security Holders.

On October 4, 2018, The LGL Group, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”).

The following matters were submitted to a vote of the Company’s stockholders at the Annual Meeting: (i) the election of six directors to serve until the Company’s 2019 Annual Meeting of Stockholders and until their successors are duly elected and qualified; (ii) the ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018; and (iii) a non-binding advisory resolution to approve the compensation of the Company’s named executive officers. The three proposals are described in detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on September 14, 2018 (the “Definitive Proxy Statement”).

Each of the matters submitted to a vote of the Company’s stockholders at the Annual Meeting was approved by the requisite vote of the Company’s stockholders. Set forth below is the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, including a separate tabulation with respect to each nominee for director, as applicable.

| Nominee                    | Broker    |          |           |
|----------------------------|-----------|----------|-----------|
|                            | For       | Withheld | Non-Votes |
| Michael J. Ferrantino, Sr. | 1,861,850 | 71,673   | 2,335,153 |
| Timothy Foufas             | 1,632,048 | 301,475  | 2,335,153 |
| Marc Gabelli               | 1,861,133 | 72,390   | 2,335,153 |
| Donald H. Hunter           | 1,632,048 | 301,475  | 2,335,153 |
| Manjit Kalha               | 1,627,713 | 305,810  | 2,335,153 |
| Hendi Susanto              | 1,860,245 | 73,278   | 2,335,153 |

  

| Proposal  | Broker    |         |         |                  |
|---|-----------|---------|---------|------------------|
|   | For       | Against | Abstain | Broker Non-Votes |
| Ratification of the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 | 4,267,378 | 1,073   | 225     | –                |

  

| Proposal  | Broker    |         |         |           |
|---|-----------|---------|---------|-----------|
|   | For       | Against | Abstain | Non-Votes |
| Non-binding advisory resolution to approve the compensation of the Company’s named executive officers | 1,740,000 | 181,499 | 12,024  | 2,335,153 |

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.

October 12, 2018 THE LGL GROUP, INC.

By: /s/ James W. Tivy  
Name: James W. Tivy  
Title: Chief Financial Officer