

NOBLE ROMANS INC
Form 8-K
July 09, 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): July 6, 2018

NOBLE ROMAN'S, INC.
(Exact name of Registrant as specified in its charter)

| | | |
|--|--------------------------|--------------------------------------|
| Indiana | 0-11104 | 35-1281154 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| One Virginia Avenue, Suite 300 | 46204 |
| Indianapolis, Indiana | (Zip Code) |
| (Address of principal executive offices) | |

(317) 634-3377
(Company's telephone number, including area code)

Not applicable
(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:

- 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))

Item 5.07

Submission of Matters to a Vote of Security Holders.

Noble Roman’s, Inc. (the “Registrant”) held its 2018 Annual Meeting of Shareholders on July 6, 2018 (the “Annual Meeting”). As of the record date for the Annual Meeting, May 4, 2018, there were 21,383,131 shares of the Registrant’s Common Stock outstanding and entitled to vote on the matters presented at the Annual Meeting. Holders of 16,895,667 shares of the Registrant’s Common Stock, or 79% of the outstanding shares entitled to vote at the Annual Meeting, were represented at the Annual Meeting in person or by proxy, which constituted a quorum.

At the Annual Meeting, the Registrant’s shareholders: (1) elected one Class II director to the Board of Directors with a term expiring in 2021 and (2) ratified the appointment of the independent registered public accounting firm, Somerset CPAs, P.C., as the Registrant’s registered independent accounting firm for the year ending December 31, 2018.

The matters acted upon at the Annual Meeting, and the vote tabulation for each matter is as follows:

1. Election of one Class II director:

| Class II Director Nominee | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|---------------------------|-----------|----------------|-------------|------------------|
| Paul W. Mobley | 7,005,914 | 124,648 | | 9,765,105 |

Mr. Mobley received the affirmative vote of the holders of a plurality of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the matters presented at the Annual Meeting, and therefore, he was elected as Class II Director to serve until 2021.

2. Ratification of Somerset CPAs, P.C. as the Registrant’s independent registered public accounting firm for the year ending December 31, 2018:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 16,616,656 | 194,303 | 84,708 | 0 |

Somerset CPAs, P.C. received the affirmative vote of holders of the majority of the shares represented in person or by proxy and entitled to vote on the matters presented at the Annual Meeting, and therefore, their appointment as the Registrant’s registered independent accounting firm for the year ending December 31, 2018 was ratified.

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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.

Dated: July 9, 2018

NOBLE ROMAN'S, INC.

By: /s/ Paul W. Mobley
Paul W. Mobley
Executive Chairman and
Chief Financial Officer