

ONE Group Hospitality, Inc.
Form 8-K
June 06, 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): June 4, 2018

THE ONE GROUP HOSPITALITY, INC.

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---------------------------------|----------------------------|
| Delaware | 001-37379 | 14-1961545 |
| (State or other jurisdiction | (Commission File Number) | (IRS Employer |
| of incorporation) | | Identification No.) |

411 W. 14th Street, 2nd Floor

New York, New York 10014

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (646) 624-2400

(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 5.07 Submission of Matters to a Vote of Security Holders

(a) On June 4, 2018, The ONE Group Hospitality, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). Of the 27,790,957 shares of common stock issued, outstanding and eligible to vote as of the record date of April 13, 2018, a quorum of 20,052,355 shares, or approximately 72% of the eligible shares, was present in person or represented by proxy.

(b) The following is a brief description of each matter submitted to a vote at the Annual Meeting, as well as the outcome, number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter.

Proposal No. 1: Election of Directors:

Eugene M. Bullis and Kin Chan were elected to the Company’s Board of Directors to serve until the 2021 Annual Meeting of Stockholders, and until their respective successors have been elected and qualified, subject, however, to such director’s earlier death, resignation, retirement, disqualification or removal, based on the following votes:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Eugene M. Bullis | 17,161,001 | 196,812 | 2,694,542 |
| Kin Chan | 17,237,662 | 120,151 | 2,694,542 |

Proposal No. 2: Ratify Selection of Independent Registered Public Accounting Firm:

The appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018, was ratified, based on the following votes:

| Votes For | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 20,026,723 | 12,062 | 13,570 |

Proposal 3: Approve an Advisory Vote on the Compensation of the Company’s Named Executive Officers:

The compensation of the Company's named executive officers, as disclosed in the proxy statement, was approved on an advisory basis, based on the following votes:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-------------------------|
| 17,210,693 | 128,973 | 18,147 | 2,694,542 |

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: June 5, 2018 THE ONE GROUP HOSPITALITY, INC.

By: /s/ Emanuel Hilario
Name: Emanuel Hilario
Title: President and Chief Executive Officer