

Edgar Filing: Advanced Emissions Solutions, Inc. - Form 8-K

Advanced Emissions Solutions, Inc.  
Form 8-K  
June 27, 2016

U.S. 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 22, 2016

ADVANCED EMISSIONS SOLUTIONS, INC.

(Name of registrant as specified in its charter)

Delaware

000-54992

27-5472457

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

9135 South Ridgeline Boulevard, Suite 200, Highlands Ranch CO, 80129

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (720) 598-3500

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))

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

Advanced Emissions Solutions, Inc. (the "Company" or "ADES") held its 2016 Annual Meeting of Stockholders (the "Annual Meeting") on June 22, 2016. At the Annual Meeting, stockholders considered and voted upon four proposals. The proposals, number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter are set forth below, which constitute the final voting results from the Annual Meeting.

On April 25, 2016, the record date for the Annual Meeting, 22,011,494 shares of the Company's common stock were issued and outstanding.

(1) Proposal: Election of eight directors of the Company.

| Director Name      | Votes      |           |
|--------------------|------------|-----------|
|                    | For        | Withheld  |
| A. Bradley Gabbard | 14,573,541 | 360,919   |
| Derek C. Johnson   | 11,569,743 | 3,364,717 |
| Paul A. Lang       | 12,121,226 | 2,813,234 |
| Gilbert Li         | 14,662,964 | 271,496   |
| R. Carter Pate     | 14,647,124 | 287,336   |
| L. Heath Sampson   | 14,673,497 | 260,963   |
| J. Taylor Simonton | 12,162,760 | 2,771,700 |
| L. Spencer Wells   | 14,662,208 | 272,252   |

(2) Proposal: Ratification of the Audit Committee's selection of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016.

| Votes      |         |         |
|------------|---------|---------|
| For        | Against | Abstain |
| 18,153,628 | 151,615 | 125,361 |

(3) Proposal: Approval, on an advisory basis, of the Company's compensation paid to named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion as set forth under the Executive Compensation section of the Company's 2016 proxy statement.

| Votes      |         |         |                   |
|------------|---------|---------|-------------------|
| For        | Against | Abstain | Broker Non-Voters |
| 13,431,759 | 525,280 | 99,328  | 4,364,237         |

Approval of Amendment No. 3 in accordance with Section 162(m) of the Internal Revenue Code of 1986, (4) Proposal: as amended, and Amendment No. 4 to the Company's Amended and Restated 2007 Equity Incentive Plan, as amended.

Votes

| For        | Against | Abstain | Broker<br>Non-Voters |
|------------|---------|---------|----------------------|
| 13,587,766 | 378,813 | 99,728  | 4,364,237            |

Results: For Proposal (1), all director nominees were elected to the Board. Proposal (2), Proposal (3), which was advisory in nature, and Proposal (4) were approved by stockholders.

Item 7.01 Regulation FD Disclosure.

A copy of the press release related to the disclosures under Item 5.07 of this report is furnished as Exhibit 99.1 to this report. The information furnished pursuant to this Item 7.01, including the attached exhibit, shall not be deemed "filed" for purposes of the Exchange Act, or otherwise subject to the liabilities of such section, nor shall such information or exhibit be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                        |
|-------------|------------------------------------|
| 99.1        | Press Release dated June 27, 2016. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 27, 2016

Advanced Emissions Solutions, Inc.

Registrant

/s/ L. Heath Sampson

L. Heath Sampson

President, Chief Executive Officer and Treasurer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release dated June 27, 2016.