

THUNDER MOUNTAIN GOLD INC
Form 8-K
June 03, 2013

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): April 30, 2013

THUNDER MOUNTAIN GOLD

(Exact Name of Registrant as Specified in its Charter)

Idaho
(State or other jurisdiction of
incorporation)

001-08429
(Commission File
Number)

91-1031075
(IRS Employer Identification No.)

5248 W. Chinden, Boise, Idaho
(Address of principal executive offices)

83714
(Zip Code)

Registrant's telephone number, including area code: **208-658-1037**

(Former Name or Former Address if Changed Since Last Report)

Check the appropriate box below if the Form 8K 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 (17CFR230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SEC 873 (3-05)

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Section 5 Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

On April 30, 2013, the Company's shareholders approved six proposals at the Annual Meeting. Of the 30,156,049 shares of the Company's Common Stock outstanding, as of the record date of March 8, 2013, 21,932,291 shares were represented at the Annual Meeting (the Annual Meeting). The Company's stockholders voted on the six proposals listed below, which proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting.

At the 2013 Annual Meeting of Shareholders, the shareholders of the Company: (1) elected each of the eight director nominees set forth below to serve one-year terms, expiring at the 2014 Annual Meeting of Shareholders; (2) ratified and approved the Stock Option Plan; (3) ratified and approved the appointment of DeCoria, Maichel & Teague as independent auditors; (4) approved, on a non-binding advisory basis, the compensation of the Company's Named Executive Officers; (5) approved, on a non-binding advisory basis, the frequency of holding future advisory votes on executive compensation, e.g. 1, 2, or 3 year cycles; and, (6) ratified and approved the *Owyhee Gold Trust LLC*.

The number of votes cast for or against and the number of abstentions and broker non-votes with respect to each proposal, as applicable, is set forth below. The Company's Transfer Agent reported the final vote of the shareholders as follows:

Proposal 1: Annual Election of Directors

The voting results for the annual election of directors are as follows:

| Name of Candidate | For | Abstain | Broker Non-Votes |
|--------------------------|------------|----------------|-----------------------------|
| E. James Collord | 15,835,035 | 15,800 | 6,059,556 |
| Eric T. Jones | 15,835,035 | 15,800 | 6,059,556 |
| Pete Parsley | 15,722,435 | 69,800 | 6,059,556 |
| R. Llee Chapman | 18,827,535 | 19,800 | 6,059,556 |
| Edward D. Fields | 14,531,595 | 1,309,940 | 6,059,556 |
| Larry D. Kornze | 18,823,835 | 15,800 | 6,059,556 |
| Douglas J. Glaspey | 15,825,535 | 20,800 | 6,059,556 |
| Gary D. Babbit | 14,531,395 | 1,309,940 | 6,059,556 |

Proposal 2: Ratification and reapproval of the Stock Option Plan

The Company's shareholders ratified and reapproved the Stock Option Plan. The following sets forth the results of the voting with respect to this proposal:

| | For | Against | Shares Voted Abstentions | Broker Non-Votes |
|--|------------|----------------|---|-------------------------|
| | 15,602,859 | 230,661 | 39,215 | 6,059,556 |

Proposal 3: Ratification of DeCoria, Maichel & Teague as independent auditors

The Company's shareholders ratified the appointment of DeCoria, Maichel & Teague as the Company's independent registered public accounting firm for the fiscal years ended December 31, 2012 and December 31, 2013. The following sets forth the results of the voting with respect to this proposal:

| Shares Voted | | | |
|---------------------|----------------|--------------------|-----------------------------|
| For | Against | Abstentions | Broker Non-Votes |
| 21,444,411 | 211,178 | 276,702 | -0- |

Proposal 4: Advisory Vote on Executive Compensation

The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers. The following sets forth the results of the voting with respect to this proposal:

| Shares Voted | | | |
|---------------------|----------------|--------------------|-----------------------------|
| For | Against | Abstentions | Broker Non-Votes |
| 15,664,084 | 135,611 | 73,040 | 6,059,556 |

Proposal 5: Advisory Vote on Frequency of Advisory Votes on Executive Compensation

The Company's shareholders approved, on an advisory basis, the frequency of holding future advisory votes on executive compensation of the Company's named executive officers. The following sets forth the results of the voting with respect to this proposal:

| Shares Voted | | | | |
|-----------------------------|------------|----------------|--------------------|-----------------------------|
| Advised Yearly Cycle | For | Against | Abstentions | Broker Non-Votes |
| 1 year | 4,340,565 | | 6,446,066 | 6,287,731 |
| 2 year | 1,961,408 | | 6,446,066 | 6,287,731 |
| 3 year | 2,894,281 | | 6,446,066 | 6,287,731 |

Proposal 6: Ratification and approval of the Approval of the *Owyhee Gold Trust LLC*

The Company's shareholders ratified and approval of *Owyhee Gold Trust LLC*. The following sets forth the results of the voting with respect to this proposal:

Shares Voted

For

15,777,645

Against

20,375

Abstentions

74,315

Broker Non-Votes

6,059,556

No other items were presented for shareholder approval at the Annual Meeting.

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.

THUNDER MOUNTAIN GOLD, INC.

(Registrant)

By: /s/ ERIC T. JONES

Eric T. Jones

President and Chief Executive Officer

Date: June 3, 2013