

ARTS WAY MANUFACTURING CO INC

Form 8-K

April 16, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 16, 2019**

ART'S-WAY MANUFACTURING CO., INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other
jurisdiction of
incorporation)

000-05131

(Commission File Number)

42-0920725

(IRS Employer
Identification No.)

5556

Highway 9

**Armstrong,
Iowa 50514**

(Address of
principal
executive
offices)
(Zip Code)

(712)

864-3131

(Registrant'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))

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.

The Company held its 2019 Annual Meeting of Stockholders on April 16, 2019. At the meeting:

1. Stockholders elected five nominees to the Company's Board of Directors to hold office until the next annual meeting and until their successors are elected and qualified;
2. Stockholders ratified the selection of Eide Bailly LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2019;
3. Stockholders approved, on a non-binding and advisory basis, the compensation of the named executive officers; and
4. Stockholders recommended, on a non-binding and advisory basis, that a vote on compensation paid to the Company's named executive officers be held each year.

The voting results for each such matter were as follows:

1. Election of Directors:

| Nominee: | For: | Broker Non-Votes: | |
|------------------------|-----------|-------------------|--------|
| | | Withheld: | |
| Marc H. McConnell | 2,266,456 | 134,282 | 22,759 |
| J. Ward McConnell, Jr. | 2,261,968 | 138,770 | 22,759 |
| Thomas E. Buffamante | 2,278,624 | 122,114 | 22,759 |
| David R. Castle | 2,348,698 | 52,040 | 22,759 |
| David A. White | 2,279,170 | 121,568 | 22,759 |

2. Ratification of Selection of Eide Bailly LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2019:

| | | |
|-----------|-----------|-------------------|
| | Against: | Broker Non-Votes: |
| For: | Abstain: | |
| 2,414,322 | 8,675 500 | - |

3. Approval, on a non-binding and advisory basis, of named executive officer compensation:

| | | |
|-----------|--------------|-------------------|
| | Against: | Broker Non-Votes: |
| For: | Abstain: | |
| 2,368,091 | 29,936 2,711 | 22,759 |

4. Recommendation, on a non-binding and advisory vote, as to the frequency on compensation of the Company's named executive officers:

| | | | |
|--------------|---------------|---------|------------------|
| | Every 2 Years | Abstain | Broker Non-Votes |
| Every 1 Year | Every 3 Years | | |
| 2,351,469 | 2,324 | 44,099 | 2,846 22,759 |

SIGNATURE

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: April 16, 2019

**ART'S-WAY MANUFACTURING
CO., INC.**

/s/ Carrie L. Gunnerson
Carrie L. Gunnerson
President, Chief Executive Officer and
Interim Chief Financial Officer