

ONE Group Hospitality, Inc.
Form 8-K
June 02, 2016

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 1, 2016

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))

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On June 1, 2016, The ONE Group Hospitality, Inc. (the “Company”) held its 2016 Annual Meeting of Stockholders (the “Annual Meeting”). Of the 24,989,560 shares of common stock issued, outstanding and eligible to vote as of the record date of April 20, 2016, a quorum of 14,431,332 shares, or approximately 58% 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 Director:

Jonathan Segal was elected to the Company’s Board of Directors to serve until the 2019 Annual Meeting of Stockholders, and until his respective successor has 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 |
|----------------|------------|----------------|------------------|
| Jonathan Segal | 11,053,657 | 142,600 | 3,235,075 |

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, 2016, was ratified, based on the following votes:

Votes For

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| | | |
|------------|---------|-----------|
| | Votes | Votes |
| | Against | Abstained |
| 14,420,334 | 4,400 | 6,598 |

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 | Votes | Broker |
| | Against | Abstained | Non- |
| | | | Votes |
| 10,926,258 | 142,600 | 127,399 | 3,235,075 |

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 2, 2016 THE ONE GROUP
HOSPITALITY, INC.

By: /s/ Samuel Goldfinger
Name: Samuel Goldfinger
Title: Chief Financial Officer