

Edgar Filing: NOBLE ROMANS INC - Form 8-K/A

NOBLE ROMANS INC  
Form 8-K/A  
July 08, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A  
(Amended)  
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, 2011

NOBLE ROMAN'S, INC.  
(Exact name of Registrant as specified in its charter)

Indiana (State or other jurisdiction of incorporation)	0-11104 (Commission File Number)	35-1281154 (I.R.S. Employer Identification No.)
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One Virginia Avenue, Suite 300 Indianapolis, Indiana (Address of principal executive offices)	46204 (Zip Code)
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(317) 634-3377  
(Company'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))

Explanatory Note

This Form 8-K/A is filed as an amendment ("Amendment No. 1") to the Current Report on Form 8-K filed by Noble Roman's, Inc. (the "Registrant") with the Securities and Exchange Commission on June 28, 2011. This Amendment No. 1 is being filed to amend Item 5.07 to include the final voting results of the Registrant's 2011 Annual Meeting of Shareholders, which it held on June 22, 2011(the "Annual Meeting").

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

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As of the record date for the Annual Meeting, April 25, 2011, 19,469,416 shares of the Registrant's Common Stock and 20,625 shares of the Registrant's Series B Preferred Stock were issued and outstanding and entitled to vote on the matters presented at said meeting. Holders of 16,899,154 shares of the Registrant's Common Stock and 8,500 shares of the Registrant's Series B Preferred Stock, or 86% of the outstanding votes entitled to be cast at the Annual Meeting, which constituted a quorum, were represented at the Annual Meeting in person or by proxy.

At the Annual Meeting, the Registrant's shareholders elected one Class I director nominee with a term expiring in 2014 to the Board of Directors and ratified the appointment of the independent registered public accounting firm, Somerset CPAs, P.C., as the Registrant's independent auditor for the year ending December 31, 2011.

The matters acted upon at the Annual Meeting, and the voting tabulation for each matter, are as follows:

1. Election of one Class I director:

Class I Director Nominee	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Douglas H. Coape-Arnold	4,841,326	6,478,269	-	5,730,669

Mr. Douglas H. Coape-Arnold received a majority of the votes of the shares voted and, therefore, was elected as a Class I Director to serve until 2014.

2. Ratification of Somerset CPAs, P.C. as the Registrant's independent registered public accounting firm for the year ending December 31, 2011:

Votes For	Votes Against	Abstentions	Broker Non-Votes
14,849,133	2,191,918	9,213	-

Somerset CPAs, P.C. received the affirmative vote of shareholders of the majority of the shares represented in person or by proxy and were therefore their appointment as the Company's public accounting firm for the year ending December 31, 2011 was ratified.

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### 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: July 7, 2011

NOBLE ROMAN'S, INC.

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By: /s/ Paul W. Mobley

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Paul W. Mobley  
Chief Executive Officer and  
Chief Financial Officer