

EMAGIN CORP  
Form 8-K  
June 08, 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): **May 27, 2016**

**eMagin Corporation**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| <b>Delaware</b>                                | <b>001-15751</b>         | <b>56-1764501</b>                 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**2070 Route 52, Hopewell Junction NY 12533**

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **(845) 838-7900**

Copies to:

**Richard Friedman, Esq.**

**Sichenzia Ross Friedman Ference LLP**

**61 Broadway**

**New York, New York 10006**

**Phone: (212) 930-9700**

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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.**

On May 27, 2016, at the Annual Meeting of Stockholders of eMagin Corporation (the “Company”), the Company’s stockholders approved (i) electing the 7 director nominees named by the Company in the Company’s definitive proxy statement dated April 12, 2016 (the “Proxy Statement”) (i.e., Christopher Brody, Paul Cronson, Leslie G. Polgar, Ellen Richstone, Andrew G. Sculley, Stephen M. Seay and Jill J. Wittels), (ii) ratification of the appointment of RSM US LLP as the Company’s independent auditors for the fiscal year ending December 31, 2016 (the “Auditor Ratification”) and (iii) by non-binding vote, the executive compensation disclosed in the Proxy Statement (the “Executive Compensation”).

As of April 7, 2016, the record date for the meeting, the Company had outstanding and entitled to vote 29,550,170 shares of common stock and 5,659 shares of its outstanding Series B Convertible Preferred Stock, where each such share of Series B Convertible Preferred Stock was entitled to voting rights equal to the number of shares of common stock issuable upon conversion of the Series B Convertible Preferred Stock, which was a total of 7,545,333 shares of common stock.

The vote for each proposal was as follows:

| Proposal                       | For        | Against | Withheld | Abstain | Broker<br>Non-Votes                              |
|--------------------------------|------------|---------|----------|---------|--|
| 1. Election of Seven Directors |            |         |          |         |  |
| Christopher Brody              | 21,626,717 |         | 249,842  |         | 21,876,559 *<br>**<br>12,196,061<br>21,876,559 * |
| Paul Cronson                   | 21,660,348 |         | 216,211  |         | 12,196,061 **<br>21,876,559 *                    |
| Leslie G. Polgar               | 21,693,046 |         | 183,513  |         | 12,196,061 **<br>21,876,559 *                    |
| Ellen Richstone                | 21,693,396 |         | 183,163  |         | 12,196,061 **<br>21,876,559 *                    |
| Andrew G. Sculley              | 21,693,892 |         | 182,667  |         | 12,196,061 **<br>21,876,559 *                    |
| Brig. General Stephen M. Seay  | 21,693,827 |         | 182,732  |         | 12,196,061 **<br>21,876,559 *                    |
| Jill J. Wittels                | 21,691,031 |         | 185,528  |         | 21,876,559                                       |

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|                                |            |         |         |              |    |
|--------------------------------|------------|---------|---------|--------------|----|
|                                |            |         |         | 12,196,061 * | ** |
| <b>2. Auditor Ratification</b> | 33,650,428 | 318,719 | 103,473 | 34,072,620 * |    |
| 3. Executive Compensation      | 21,318,130 | 477,177 | 80,172  | 21,875,479 * | ** |
|                                |            |         |         | 12,196,061   |    |

\*Total

\*\*Broker Non-Vote

**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.

**eMagin Corporation**

Date: June 8, 2016 By: /s/ Jeffrey Lucas  
Name: Jeffrey Lucas  
Title: Chief Financial Officer