

PENDRELL CORP

FORM 8-K (Current report filing)

Filed 06/16/17 for the Period Ending 06/14/17

Address	2300 CARILLON POINT KIRKLAND, WA 98033
Telephone	(425) 278-7100
CIK	0001359555
Symbol	PCO
SIC Code	6794 - Patent Owners and Lessors
Industry	Corporate Financial Services
Sector	Financials
Fiscal Year	12/31

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 14, 2017

Pendrell Corporation

(Exact name of registrant as specified in its charter)

Washington

001-33008

98-0221142

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

2300 Carillon Point, Kirkland, Washington

98033

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(425) 278-7100

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))

[Top of the Form](#)

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.**

Pendrell Corporation (the “Company”) held its annual meeting of shareholders on June 14, 2017. At the meeting, the shareholders of the Company (i) elected the persons listed below to serve as directors of the Company, (ii) approved an advisory (non-binding) resolution on executive compensation; (iii) approved an annual advisory (non-binding) say-on-pay vote; (iv) approved a reverse stock split at a rate of 1-for-100; (v) re-approved the 2012 Equity Incentive Plan; and (vi) ratified the appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017. Set forth below are the voting results for each of these proposals:

Proposal 1 – Election of Directors.

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Richard P. Emerson	64,107,672	2,365,851	0
Nicolas Kausser	63,494,557	2,978,966	0
Craig O. McCaw	64,100,960	2,372,563	0
Lee E. Mikles	64,106,308	2,367,215	0
R. Gerard Salemme	64,096,996	2,376,527	0
Stuart M. Sloan	63,346,114	3,127,409	0
H. Brian Thompson	63,342,831	3,130,692	0

Proposal 2 – Approval of an advisory (non-binding) resolution on executive compensation.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
66,289,676	6,853	176,994	0

Proposal 3 – Approval of an advisory (non-binding) recommendation on the frequency of future advisory votes on executive compensation.

<u>Votes 1 Year</u>	<u>Votes 2 Years</u>	<u>Votes 3 Years</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
66,007,471	94,677	203,412	167,963	0

Proposal 4 – Approval of reverse stock split at an exchange rate of 1-for-100 to allow the Company to deregister its Common Stock under the Securities Exchange Act of 1934.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
59,312,082	6,988,452	172,989	0

Proposal 5 – Re-approval of the 2012 Equity Incentive Plan for purposes of Section 1 62(m)(4) (C) of the Internal Revenue Code of 1986, as amended.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
63,029,757	3,269,684	174,082	0

Proposal 6 – Ratification of Grant Thornton LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2017.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
66,301,855	6,564	165,104	0

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.

June 16, 2017

Pendrell Corporation

By: */s/ Timothy M. Dozois*

Name: Timothy M. Dozois

Title: Corporate Counsel and Corporate Secretary