

ESPEY MFG & ELECTRONICS CORP

Form 8-K

December 10, 2018

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

**December 7, 2018**

ESPEY MFG & ELECTRONICS CORP.

(Exact name of registrant as specified in its charter)

**New York**

(State or Other Jurisdiction of Incorporation)

**001-04383**

(Commission File Number)

**14-1387171**

(IRS Employer Identification No.)

**233 Ballston Avenue, Saratoga Springs, New York 12866**

(Address of principal executive offices)

**(518) 584-4100**

(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 J30.425)

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))

1

## ITEM 5.07 Submissions of Matters to a Vote of Security Holders

Espey Mfg. & Electronics Corp. (the “Company”) held its Annual Meeting of Stockholders (“Annual Meeting”) on December 7, 2018. At the Annual Meeting, the stockholders of the Company elected Carl Helmetag, Howard Pinsley and Alvin O. Sabo to the Board of Directors as the Class A Directors of the Company for a three year term until the 2021 Annual Meeting of Shareholders or until their respective successors are duly elected and qualifies, Roger N. Sexauer II to the Board of Directors as a Class B Director of the Company for the unexpired one year term until the 2019 Annual Meeting of Shareholders or until his successor is duly elected and qualifies, and David A. O’Neil to the Board of Directors as a Class C Director of the Company for the unexpired two year term until the 2020 Annual Meeting of Shareholders or until his successor are duly elected and qualifies. The result of the vote was as follows:

| <b><u>Nominee</u></b> | <b><u>Votes For Withholds Broker Non-Votes</u></b> |         |         |
|-----------------------|--|---------|---------|
| Carl Helmetag         | 1,219,086  | 366,851 | 792,886 |
| Howard Pinsley        | 1,161,867  | 424,070 | 792,886 |
| Alvin O. Sabo         | 1,159,649  | 426,288 | 792,886 |
| Roger N. Sexauer II   | 1,305,973  | 279,964 | 792,886 |
| David A. O’Neil       | 1,348,350  | 237,587 | 792,886 |

In addition, the proposal to ratify the appointment of Freed Maxick CPAs, P.C. as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2019 was approved at the Annual Meeting:

| <b><u>Votes For</u></b> | <b><u>Votes Against</u></b> | <b><u>Abstentions</u></b> | <b><u>Broker Non-Votes</u></b> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 2,244,375               | 1,648                       | 69,198                    | 63,602                         |

## ITEM 8.01 Other Events

On December 10, 2018, Espey Mfg. & Electronics Corp. issued a press release announcing that the Company's Board of Directors had declared a regular quarterly dividend. A copy of the press release is furnished as Exhibit 99.1 to this report. The information in this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## ITEM 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

## (c) Exhibits

| <b><u>Exhibit No.</u></b> | <b><u>Document</u></b>                       |
|---------------------------|--|
| 99.1                      | <u>Press Release dated December 10, 2018</u> |

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.

ESPEY MFG. & ELECTRONICS CORP.

Date: December 10, 2018

By: /s/ David O'Neil  
David O'Neil

Principal Financial Officer and Executive Vice President