

BARNWELL INDUSTRIES INC

Form 8-K

March 05, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): March 5, 2018

BARNWELL INDUSTRIES, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-5103

(Commission File Number)

72-0496921

(IRS Employer

Identification No.)

1100 Alakea Street, Suite 2900

Honolulu, Hawaii 96813

(Address of Principal Executive Offices) (Zip Code)

(808) 531-8400

(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 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 March 5, 2018, Barnwell Industries, Inc. ("Barnwell") held an annual meeting of stockholders.

(b) At the meeting, stockholders voted on the election of directors, approval of the 2018 Equity Incentive Plan and the ratification of KPMG LLP as the independent auditors for fiscal year 2018. A total of 7,561,916 shares of Barnwell's common stock outstanding and entitled to vote were present at the meeting in person or by proxy. All nominees were elected, the 2018 Equity Incentive Plan was approved and the ratification of KPMG LLP as the independent auditors for fiscal year 2018 was approved. The results of the meeting were as follows:

| | For | Withheld/ | Against | Abstain | Broker Non-Votes |
|-------------------------|-----------|-----------|---------|-----------|------------------|
| 1. Directors | | | | | |
| Morton H. Kinzler | 3,560,201 | 2,301,079 | 0 | 1,700,636 | |
| Martin Anderson | 4,353,459 | 1,507,821 | 0 | 1,700,636 | |
| Murray C. Gardner | 4,353,459 | 1,507,821 | 0 | 1,700,636 | |
| Alexander C. Kinzler | 3,732,948 | 2,128,332 | 0 | 1,700,636 | |
| Russell M. Gifford | 3,561,079 | 2,300,201 | 0 | 1,700,636 | |
| Kevin K. Takata | 4,359,809 | 1,501,471 | 0 | 1,700,636 | |
| Robert J. Inglima, Jr. | 4,358,259 | 1,503,021 | 0 | 1,700,636 | |
| James S. Barnwell III | 4,640,664 | 1,220,616 | 0 | 1,700,636 | |
| 2. Approval of the 2018 | | | | | |
| Equity Incentive Plan | 3,895,874 | 1,959,256 | 6,150 | 1,700,636 | |
| 3. Ratification of | | | | | |
| Independent Auditors | 6,985,471 | 522,048 | 54,397 | 0 | |

SIGNATURE

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: March 5, 2018

BARNWELL INDUSTRIES, INC.

By: /s/ Russell M. Gifford

Name: Russell M. Gifford

Title: Executive Vice President and Chief Financial Officer