

AVALON HOLDINGS CORP  
Form 8-K  
May 12, 2010

**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) May 12, 2010 (April 29, 2010)

**AVALON HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Ohio**  
(State or Other Jurisdiction

of Incorporation)

**1-14105**  
(Commission

File Number)

**34-1863889**  
(IRS Employer

Identification No.)

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**One American Way, Warren, Ohio 44484**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (330) 856-8800**

**(Former name and 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 240.13e4(c))

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### AVALON HOLDINGS CORPORATION

Cross Reference Sheet showing location in Current Report of Information Required Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

|           | <b>Current Report Item</b>  | <b>Caption in Current Report</b>   |
|-----------|---|------------------------------------|
| Section 1 | Registrant's Business and Operations  |                                    |
| Item 1.01 | Entry Into a Material Definitive Agreement  | Not Applicable                     |
| Item 1.02 | Termination of a Material Definitive Agreement  | Not Applicable                     |
| Item 1.03 | Bankruptcy or Receivership  | Not Applicable                     |
| Section 2 | Financial Information   |                                    |
| Item 2.01 | Completion of Acquisition or Disposition of Assets  | Not Applicable                     |
| Item 2.02 | Results of Operations and Financial Condition   | Not Applicable                     |
| Item 2.03 | Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant                   | Not Applicable                     |
| Item 2.04 | Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement | Not Applicable                     |
| Item 2.05 | Costs Associated with Exit or Disposal Activities   | Not Applicable                     |
| Item 2.06 | Material Impairments  | Not Applicable                     |
| Section 3 | Securities and Trading Markets  |                                    |
| Item 3.01 | Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing                                 | Not Applicable                     |
| Item 3.02 | Unregistered Sales of Equity Securities   | Not Applicable                     |
| Item 3.03 | Material Modification to Rights of Security Holders   | Not Applicable                     |
| Section 4 | Matters Related to Accountants and Financial Statements   |                                    |
| Item 4.01 | Changes in Registrant's Certifying Accountant   | Not Applicable                     |
| Item 4.02 | Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review                        | Not Applicable                     |
| Section 5 | Corporate Governance and Management   |                                    |
| Item 5.01 | Changes in Control of Registrant  | Not Applicable                     |
| Item 5.02 | Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers                              | Not Applicable                     |
| Item 5.03 | Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year  | Not Applicable                     |
| Item 5.04 | Temporary Suspension of Trading Under Registrant's Employee Benefit Plans   | Not Applicable                     |
| Item 5.05 | Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics                                       | Not Applicable                     |
| Item 5.06 | Change of Shell Company Status  | Not Applicable                     |
| Item 5.07 | Submission of Matters to a Vote of Security Holders   | Voting Results from Annual Meeting |

|           | <b>Current Report Item</b>        | <b>Caption in<br/>Current Report</b> |
|-----------|-----------------------------------|--------------------------------------|
| Section 6 | [Reserved]                        |                                      |
| Section 7 | Regulation FD                     |                                      |
| Item 7.01 | Regulation RD Disclosure          | Not Applicable                       |
| Section 8 | Other Events                      |                                      |
| Item 8.01 | Other Events                      | Not Applicable                       |
| Section 9 | Financial Statements and Exhibits |                                      |
| Item 9.01 | Financial Statements and Exhibits | Not Applicable                       |

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

Avalon Holdings Corporations Annual Meeting of Stockholders was held on April 29, 2010. The following directors were elected by the holders of Class B Common Stock:

| <b>Name</b>       | <b>Votes For</b> | <b>Votes Withheld</b> |
|-------------------|------------------|-----------------------|
| Ronald E. Klingle | 6,111,830        | -0-                   |
| Steven M. Berry   | 6,111,830        | -0-                   |
| Timothy C. Coxson | 6,111,830        | -0-                   |
| David G. Bozanich | 6,111,830        | -0-                   |

The following directors were elected by the holders of the Class A Common Stock:

| <b>Name</b>       | <b>Votes For</b> | <b>Votes Withheld</b> |
|-------------------|------------------|-----------------------|
| Stephen L. Gordon | 1,531,623        | 555,987               |
| Kurtis D. Gramley | 1,531,927        | 555,683               |

No other matters were submitted for stockholder action.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: May 12, 2010

Avalon Holdings Corporation

By: */s/* TIMOTHY C. COXSON  
**Timothy C. Coxson**  
**Chief Financial Officer**