

Lightwave Logic, Inc.
Form 8-K
July 31, 2013

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): July 31, 2013 (July 25, 2013)

Lightwave Logic, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
Incorporation or Organization)

0-52567
(Commission File Number)

82-049-7368
(I.R.S. Employer
Identification No.)

111 Ruthar Drive, Newark, Delaware
(Address of principal executive offices)

19711
(Zip Code)

Registrant's telephone number, including area code: 302-356-2717

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(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**

The 2013 Annual Meeting of Stockholders (the **Annual Meeting**) of Lightwave Logic, Inc. (the **Company**) was held on Friday, July 26, 2013. As of the close of business on June 20, 2013, the Company had outstanding 52,046,797 shares of common stock, of which 38,341,298 shares were represented at the meeting by proxy and in person. The matters voted upon and the final results of the voting were as follows:

The following persons were elected to the Board of Directors to serve until the 2013 Annual Meeting of Stockholders or until their successors have been duly elected or appointed and qualified:

| Name | Votes | Votes | Broker |
|-------------------------|--------------|-----------------|------------------|
| | For | Withheld | Non-votes |
| Thomas E. Zelibor | 16,794,805 | 1,072,310 | 20,474,183 |
| James S. Marcelli | 8,727,331 | 9,139,784 | 20,474,183 |
| Andrew J. Ashton | 9,296,870 | 8,570,245 | 20,474,183 |
| Ronald A. Bucchi | 16,988,761 | 878,354 | 20,474,183 |
| Ross Fasick | 9,502,261 | 8,364,854 | 20,474,183 |
| Joseph A. Miller, Jr. | 17,048,204 | 818,911 | 20,474,183 |
| William C. Pickett, III | 9,522,199 | 8,344,916 | 20,474,183 |

The appointment of Morison Cogen LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-votes</u> |
|------------------|----------------------|------------------------|-------------------------|
| 37,928,975 | 352,931 | 59,392 | (0) |

Item 5.03**Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 25, 2013, the Company's Board of Directors amended the following provisions of the Company's bylaws:

1.

Section 2.2 Special Meetings Amended to provide that the holders of not less than sixty-six and two-thirds percent (66.66%) of all the outstanding shares entitled to vote can make a demand for a special meeting. Prior to the amendment, this number was ten percent (10%).

2.

Section 2.8 Quorum Amended to provide that thirty-three and one-third percent (33.3%) of the votes entitled to be cast on a matter at a meeting by a voting group, represented in person or by proxy, shall constitute a quorum. Prior to the amendment, fifty percent (50%) plus one (1) constituted a quorum.

3.

Section 3.2 Number, Tenure and Qualifications Amended to provide that:

A.

Number - The total number of directors constituting the entire board of directors of the Corporation shall not be less than three (3) nor more than nine (9). Prior to the amendment, the numbers were no less than one (1) and no more than fifteen (15) Directors.

B.

Classes of Directors Amended to provide that the board of directors be divided into three (3) classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. Prior to the amendment, there was only one (1) class of directors.

C.

Terms of Office Amended to provide for staggered terms with each term a director serves increased to three (3) years. Prior to the amendment, there were no staggered terms and each director served for a term of one (1) year.

D.

Qualifications Amended to provide that each director shall be at least eighteen (18) years of age and no older than seventy-five (75) years of age, unless such maximum age is waived by a majority of the directors then in office. Prior to the amendment, no such age qualifications were contained in the bylaws.

E.

Removal Amended to provide that any director or the entire board of directors may be removed from office only for cause and only by the affirmative vote of at least a majority of the total voting power of the outstanding shares of the capital stock of the Corporation entitled to vote in any annual election of directors or class of directors, voting together as a single class. Prior to the amendment, Section 3.13 of the Bylaws governed the removal of directors, which was deleted upon the adoption of Amended Section 3.2 Number, Tenure and Qualifications.

F.

Vacancies Amended to provide that vacancies on the board of directors and newly created directorships resulting from any increase in the authorized number of directors shall be solely filled by a majority of the directors then in office. Prior to the amendment, Section 3.14 of the Bylaws governed filling director vacancies, which was deleted upon the adoption of Amended Section 3.2 Number, Tenure and Qualifications.

A copy of the amendments to the Company's bylaws is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01

Other Events

At the Annual Meeting of the Company held on Friday, July 26, 2013, the Company discussed its vision and strategy under its business plan. A copy of the Annual Meeting's audio presentation and slideshow presentation will be available at the Company's website at www.lightwavelogic.com.

Item 9.01

Financial Statements and Exhibits

Exhibit No.

Description

3.1

Bylaw Amendments

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.

LIGHTWAVE LOGIC, INC.

By: /s/ James S. Marcelli

James S. Marcelli, President

Dated July 31, 2013