

P&F INDUSTRIES INC  
Form 8-K  
May 25, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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**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 23, 2018

P & F INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Charter)

|   |                       |   |
|---|-----------------------|---|
| <u>Delaware</u>                                   | <u>1-5332</u>         | <u>22-1657413</u>                       |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File No.) | (IRS Employer<br>Identification Number) |

445 Broadhollow Road, Suite 100, Melville, New York 11747

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (631) 694-9800

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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 (17CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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**

On May 23, 2018, P&F Industries, Inc. (the “Registrant”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders (i) elected two (2) directors to terms that expire at the 2021 annual meeting of stockholders, (ii) ratified the appointment of CohnReznick LLP as the Registrant’s independent registered public accounting firm for the year 2018 and (iii) approved an advisory (non-binding) resolution regarding the compensation of the Registrant’s named executive officers.

Set forth below are the final voting results for each of the proposals:

1. Election of directors:

| <u>Name of Nominee</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|------------------|-----------------------|-------------------------|
| Jeffrey D. Franklin    | 2,296,012        | 674,479               | 483,326                 |
| Richard P. Randall     | 2,290,605        | 679,886               | 483,326                 |

2. Proposal to ratify the appointment of CohnReznick LLP as the Registrant’s independent registered public accounting firm for the year 2018:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------------|-------------------------|
| 3,443,808        | 553                  | 9,456                  | Not applicable          |

3. Proposal to approve an advisory (non-binding) resolution regarding the compensation of the Registrant’s named executive officers:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Votes Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------------|-------------------------|
| 2,196,665        | 727,928              | 45,898                 | 483,326                 |

**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.

P & F INDUSTRIES, INC.

Date: May 24, 2018

By: /s/ Joseph A. Molino, Jr.  
Joseph A. Molino, Jr.  
Vice President,  
Chief Operating Officer and  
Chief Financial Officer