

IMPAC MORTGAGE HOLDINGS INC

Form 8-K

July 26, 2013

**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) **July 23, 2013**

**Impac Mortgage Holdings, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

(State or Other Jurisdiction of Incorporation)

**1-14100**  
(Commission File Number)

**33-0675505**  
(IRS Employer Identification No.)

**19500 Jamboree Road, Irvine, California**  
(Address of Principal Executive Offices)

**92612**  
(Zip Code)

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(949) 475-3600

(Registrant's Telephone Number, Including Area Code)

(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 (*see* General Instruction A.2. below):

- 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))
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**Item 2.02 Results of Operations and Financial Condition.**

Attached as Exhibit 99.1 to this Current Report is the slide presentation from the Company's Annual Meeting of Stockholders held on July 23, 2013 and the information therein is incorporated herein by reference.

**Item 5.02 Departure of Director or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On July 23, 2013, the stockholders of Impac Mortgage Holdings, Inc. (the "Company") approved an amendment to the Company's 2010 Omnibus Incentive Plan (Plan) increasing the number of shares available under the Plan by 300,000 shares. Awards under the Plan may include incentive stock options, nonqualified stock options, stock appreciation rights, restricted shares of common stock, restricted stock units, performance share or unit awards, other stock-based awards and cash-based incentive awards. The increase in shares available under the Plan is designed to enhance the flexibility in granting stock options and other awards to officers, employees, non-employee directors and other key persons and to ensure that the Company can continue to grant stock options and other awards to such persons at levels determined to be appropriate by the Company's compensation committee.

A description of the terms and conditions of the Plan is set forth in the Company's definitive Proxy Statement for the 2013 Annual Meeting of Stockholders filed with the Securities and Exchange Commission on May 24, 2013, under the heading "Proposal No. 2 - Approval of Amendment to 2010 Omnibus Incentive Plan to Increase the Shares Subject to the Plan by 300,000 Shares", which such description is incorporated herein by reference. The summary of the terms and conditions of the Plan is not a complete discussion of the document. Accordingly, the foregoing is qualified in its entirety by reference to the full text of the Plan included as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on July 23, 2013. For more information about the proposals set forth below, please see the Company's definitive Proxy Statement filed with the Securities and Exchange Commission on May 24, 2013. There were 6,728,578 shares of common stock present in person or by proxy at the meeting. The final voting results on each of the matters submitted to a vote of stockholders were as follows:

Proposal No. 1: To elect a Board of Directors to serve for the ensuing year. There were six nominees for the Company's Board of Directors. The affirmative vote of a plurality of all of the votes cast at the meeting was necessary for the election of a nominee for director. Broker non-votes did not count as votes cast and had no effect on the result of the vote. Each of the six nominees listed below have been elected to serve on the Board of Directors until the Company's 2014 annual meeting of stockholders or until their respective successors are elected and qualify. The voting results were as follows:

Director Nominee	Votes For	Votes Withheld	Broker Non-Votes
Joseph R. Tomkinson	3,027,935	122,312	3,578,331
William S. Ashmore	3,029,612	120,635	3,578,331
James Walsh	3,022,609	127,638	3,578,331
Frank P. Filippis	3,033,886	116,361	3,578,331

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Stephan R. Peers	3,025,538	124,709	3,578,331
Leigh J. Abrams	3,035,455	114,792	3,578,331

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**Proposal No. 2:** To approve an amendment to the Company's 2010 Omnibus Incentive Plan to increase the number of shares of common stock subject to the plan by 300,000 shares. Approval of the proposal required the affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the meeting. Abstentions had the same effect as a vote against the proposal and broker non-votes were not counted as shares entitled to vote and had no effect on the result of the vote. The proposal was approved by a vote of stockholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,801,104	323,327	25,815	3,578,332

**Proposal No. 3:** To ratify the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. Approval of the proposal required the affirmative vote of a majority of all votes cast at the meeting. Abstentions did not count as votes cast and had no effect on the result of the vote. The proposal was approved by a vote of stockholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
6,519,157	137,805	71,616	N/A

**Proposal No. 4:** To approve, on an advisory basis, the compensation of the Company's named executive officers. The affirmative vote of a majority of all of the votes cast at the meeting was required to approve the proposal. Abstentions and broker non-votes did not count as votes cast and did not have an effect on the result of the vote. The stockholders approved, on an advisory basis, the resolution regarding the compensation of the Company's named executive officers as disclosed in the proxy statement as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
2,925,870	186,511	37,866	3,578,331

**Proposal No. 5:** To approve, on an advisory basis, the frequency at which the Company should hold an advisory vote regarding the compensation of the Company's named executive officers. The choice that receives a majority of all the votes cast at a meeting will be the frequency for the advisory vote on executive compensation. Abstentions and broker non-votes did not count as votes cast and had no effect on the result of the vote. The stockholders approved, on an advisory basis, the frequency of three years at which the Company should include an advisory vote regarding the compensation of the Company's named executive officers as disclosed in the proxy statement. The result of the vote was as follows:

One Year	Two Years	Three Years	Abstentions	Broker Non-Votes
315,503	54,132	2,726,921	53,689	3,578,333

In light of the results of the stockholder vote on a frequency at which the Company should hold an advisory vote regarding the compensation of the Company's named executive officers, the Company has determined to conduct a stockholder vote every three years regarding the compensation of the Company's named executive officers.

**Item 7.01 Regulation FD Disclosure.**

Attached as Exhibit 99.1 to this Current Report is the slide presentation from the Company's Annual Meeting of Stockholders held on July 23, 2013 and the information therein is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<b>Exhibit</b>	<b>Description</b>
10.1	2010 Omnibus Incentive Plan, as amended
99.1	Slide presentation from Annual Meeting of Stockholders held on July 23, 2013

**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.

IMPAC MORTGAGE HOLDINGS, INC.

Date: July 24, 2013

By:	/s/Todd R. Taylor
Name:	Todd R. Taylor
Title:	Chief Financial Officer

EXHIBIT INDEX

<b>Exhibit</b>	<b>Description</b>
10.1	2010 Omnibus Incentive Plan, as amended
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