

Limoneira CO  
Form 8-K  
March 30, 2018

**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): March 27, 2018**

**Limoneira Company**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-34755**

(Commission File Number)

**77-0260692**

(I.R.S. Employer Identification No.)

**1141 Cummings Road**

**Santa Paula, CA 93060**

(Address of principal executive offices and zip code)

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Registrant's telephone number, including area code: **(805) 525-5541**

Check the appropriate box below if the Form 8-K 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))

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

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.

**Section 5 Corporate Governance and Management**

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

On March 27, 2018, Limoneira Company (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) at the Museum of Ventura County Agriculture Museum, 926 Railroad Avenue, Santa Paula, California 93060. A total of 14,532,952 shares of the Company’s Common Stock, 14,790 shares of its Series B 8.75% Convertible Preferred Stock, par value \$100.00 per share, each of which is entitled to ten (10) votes for a total of 147,900 (“Series B Preferred Stock”), and 9,300 shares of its Series B-2 4% Convertible Preferred Stock, par value \$100.00 per share, each of which is entitled to one (1) vote (“Series B-2 Preferred Stock”), were issued and outstanding and entitled to vote as of February 9, 2018, the record date for the Annual Meeting. There were 12,193,315 shares of Common Stock, 14,790 shares (or 147,900 votes) of Series B Preferred Stock, and 9,300 shares of Series B-2 Preferred Stock present, in person or by proxy, at the Annual Meeting, representing approximately 83% of the total shares of capital stock outstanding, which constituted a quorum. The stockholders were asked to vote on three (3) proposals, with Common Stock, Series B Preferred Stock, and Series B-2 Preferred Stock voting together as a single class for all of the proposals. Set forth below are the matters acted upon by the stockholders and the final voting results of each such proposal.

**Proposal 1: Election of Directors**

The following votes were cast with respect to the election of the following nominees as directors of the Company to hold office for a three-year term, ending at the 2021 Annual Meeting of Stockholders:

**Shares Voted**

|                     | <b><u>For</u></b> | <b><u>Withheld</u></b> | <b><u>Broker Non-Votes</u></b> |
|---------------------|-------------------|------------------------|--------------------------------|
| Harold S. Edwards   | 8,856,695         | 109,337                | 3,227,283                      |
| John W. H. Merriman | 8,867,957         | 98,075                 | 3,227,283                      |
| Edgar A. Terry      | 8,906,496         | 59,536                 | 3,227,283                      |

Based on the votes set forth above, each of the nominees listed above was duly elected to serve as a director of the Company for a three-year term, ending at the 2021 Annual Meeting of Stockholders.

**Proposal 2: Ratification of Selection of Independent Registered Public Accounting Firm**

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The ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company to serve for the fiscal year ending October 31, 2018 received the following votes:

**Shares Voted**

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> |
|-------------------|-----------------------|-----------------------|
| 12,186,513        | 4,196                 | 2,606                 |

Based on the votes set forth above, the appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company to serve for the fiscal year ending October 31, 2018 was duly ratified by the stockholders.

**Proposal 3: Advisory Vote on Executive Compensation**

The compensation of the named executive officers as disclosed in the Company's proxy statement pursuant to Item 402 of Regulation S-K under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, was approved on a non-binding, advisory basis by the stockholders by the votes set forth in the table below.

**Shares Voted**

**For**      **Against** **Abstain** **Broker** **Non-Votes**

8,006,539 220,262 739,231 3,227,283

**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.

Date: March 30, 2018

**LIMONEIRA COMPANY**

By: /s/ Mark Palamountain  
Mark Palamountain  
Chief Financial Officer,  
Treasurer and Corporate  
Secretary