

LGL GROUP INC  
Form 8-K  
August 09, 2011

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): August 4, 2011

THE LGL GROUP, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |                                      |  |
|---|--------------------------------------|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation)             | 1-106<br>(Commission<br>File Number) | 38-1799862<br>(IRS Employer<br>Identification No.) |
| 2525 Shader Road, Orlando, FL<br>(Address of Principal Executive Offices) |                                      | 32804<br>(Zip Code)                                |

Registrant's Telephone Number, Including Area Code: (407) 298-2000

(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))

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

On August 4, 2011, The LGL Group, Inc. (the “Company”) held its 2011 Annual Meeting of Stockholders (the “Annual Meeting”).

The following matters were submitted to a vote of the Company’s stockholders at the Annual Meeting: (i) the election of eight directors to serve until the Company’s 2012 Annual Meeting of Stockholders and until their successors are duly elected and qualify; (ii) the adoption and approval of the 2011 Incentive Plan; and (iii) the ratification of the appointment of McGladrey & Pullen LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2011. The number of shares of the Company’s common stock outstanding and eligible to vote as of June 23, 2011, the record date of the Annual Meeting, was 2,617,260.

Each of the matters submitted to a vote of the Company’s stockholders at the Annual Meeting was approved by the requisite vote of the Company’s stockholders. Set forth below is the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes as to each such matter, including a separate tabulation with respect to each nominee for director, as applicable:

| Nominee   | For       | Withheld |         |           |
|---|-----------|----------|---------|-----------|
| James Abel  | 1,429,814 | 35,951   |         |           |
| Michael Chiu  | 1,420,073 | 45,692   |         |           |
| Vincent Enright   | 1,428,739 | 37,026   |         |           |
| Timothy Foufas  | 1,395,011 | 70,754   |         |           |
| Marc Gabelli  | 1,453,796 | 11,969   |         |           |
| Patrick J. Guarino  | 1,395,090 | 70,675   |         |           |
| Manjit Kalha  | 1,453,722 | 12,043   |         |           |
| Paul Kaminski   | 1,395,365 | 70,400   |         |           |
| Broker  |           |          |         |           |
| Proposal  | For       | Against  | Abstain | Non-Votes |
| Adoption and approval of the 2011 Incentive Plan          | 994,266   | 465,802  | 5,697   | 931,264   |
| Ratification of the appointment of McGladrey & Pullen LLP | 2,352,868 | 19,331   | 24,830  | –         |

## Item 8.01. Other Events.

On August 9, 2011, the Company issued a press release announcing the results of the Annual Meeting, a copy of which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits.

## (d) Exhibits

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1        | Press Release dated August 9, 2011. |



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.

August 9, 2011

THE LGL GROUP, INC.

By: /s/ R. LaDuane Clifton  
Name: R. LaDuane Clifton  
Title: Chief Accounting Officer

---

EXHIBIT INDEX

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1        | Press Release dated August 9, 2011. |