

Edgar Filing: REX AMERICAN RESOURCES Corp - Form 8-K

- 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.

Item 5.07

Submission of Matters to a Vote of Security Holders

The annual meeting of shareholders of REX American Resources Corporation was held on June 13, 2017, at which the following matters were submitted to a vote of shareholders. Final voting results are shown below.

1. Election of eight directors. The shareholders elected each of the eight nominees to the Board of Directors for a one year term by a majority of votes cast.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|--------------------|-----------|---------|---------|------------------|
| Stuart A. Rose | 4,997,534 | 487,837 | 2,909 | 0 |
| Lawrence Tomchin | 5,355,709 | 129,372 | 3,199 | 0 |
| Edward M. Kress | 4,573,312 | 911,769 | 3,199 | 0 |
| Charles A. Elcan | 4,930,428 | 554,767 | 3,085 | 0 |
| David S. Harris | 4,939,528 | 545,667 | 3,085 | 0 |
| Mervyn L. Alphonso | 5,065,138 | 419,943 | 3,199 | 0 |
| Lee Fisher | 5,281,083 | 203,988 | 3,209 | 0 |
| Zafar Rizvi | 5,208,380 | 276,732 | 3,168 | 0 |

2. Advisory vote on executive compensation.

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

| | | | |
|-----------|---------|--------|---|
| 5,369,548 | 107,688 | 11,044 | 0 |
|-----------|---------|--------|---|

3. Advisory vote on the frequency of the advisory vote on executive compensation.

| 3 Years | 2 Years | 1 Year | Abstain | Broker Non-Votes |
|---------|---------|--------|---------|------------------|
|---------|---------|--------|---------|------------------|

| | | | | |
|---------|-------|-----------|-------|---|
| 923,885 | 3,728 | 4,554,816 | 5,851 | 0 |
|---------|-------|-----------|-------|---|

In light of the voting results as to the frequency of the advisory vote on executive compensation, REX has decided that it will include a shareholder advisory vote on executive compensation in its proxy materials every year. REX is required to hold an advisory vote on frequency at least once every six years.

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.

REX AMERICAN RESOURCES CORPORATION

Date: June 14, 2017 By: /s/ DOUGLAS L. BRUGGEMAN

Name: Douglas L. Bruggeman

Title: Vice President-Finance, Chief Financial Officer and Treasurer