

IMMUCELL CORP /DE/  
Form 8-K  
June 21, 2010

**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: June 16, 2010**

**(Date of earliest event reported)**

**ImmuCell Corporation**

**(Exact name of registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification Number)

**56 Evergreen Drive**

**Portland, Maine**  
(Address of principal executive offices)

**207-878-2770**

**04103**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(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 obligations 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))

**Section 5 Corporate Governance and Management**

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

The 2010 Annual Meeting of Stockholders of ImmuCell Corporation (the Company) was held at the Company's office at 56 Evergreen Drive, Portland, Maine 04103 on Wednesday, June 16, 2010, at 8:30 a.m. Eastern Daylight Time, for the following purposes:

1. To elect to one-year terms as Directors of the Company the nominees listed in the Company's Proxy Statement dated April 20, 2010.
  2. To approve the 2010 Stock Option and Incentive Plan and the reservation of 300,000 shares of the Company's common stock for issuance thereunder.
  3. To ratify the Audit Committee's selection of Baker Newman & Noyes LLC as independent auditors of the Company for 2010.
- At the Annual Meeting, there were present in person or by proxy 2,759,684 shares of the Company's common stock, representing 92.9% of the total outstanding eligible votes. The final voting results for each proposal are as follows:

1. To elect to one-year terms as Directors of the Company the nominees listed in the Company's Proxy Statement dated April 20, 2010.

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Michael F. Brigham	1,512,941	23,373	1,223,370
Robert C. Bruce	1,053,661	482,653	1,223,370
Joseph H. Crabb	1,513,875	22,439	1,223,370
William H. Maxwell	1,042,228	494,086	1,223,370
Linda Rhodes	1,494,284	42,030	1,223,370
Jonathan E. Rothschild	1,513,206	23,108	1,223,370
David S. Tomsche	1,511,119	25,195	1,223,370

2. To approve the 2010 Stock Option and Incentive Plan and the reservation of 300,000 shares of Common Stock for issuance thereunder.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
1,409,318	102,698	24,298	1,223,370

3. To ratify the Audit Committee's selection of Baker Newman & Noyes LLC as independent registered public accounting firm of the Company for 2010.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
2,741,165	10,899	7,620

**SIGNATURE**

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.

Dated: June 21, 2010

**IMMUCELL CORPORATION**

By: */s/* **MICHAEL F. BRIGHAM**  
**Michael F. Brigham**  
**President and CEO**