

MORGAN GROUP HOLDING CO  
Form 8-K  
May 09, 2014

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**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): May 8, 2014**

**MORGAN GROUP HOLDING CO.**  
(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**333-73996**  
Commission file number

**13-4196940**  
(I.R.S. Employer  
Identification No.)

**401 Theodore Fremd Avenue, Rye, New York 10580**  
(Address of principal executive offices) (Zip Code)

**(914) 921-1877**  
(Registrant's telephone number including area code)

**N/A**  
(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:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material 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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 8, 2014, Morgan Group Holding Co. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). The total number of shares of the Company's common stock, par value \$0.01 per share, voted in person or by proxy at the Annual Meeting was 1,962,489, representing approximately 58.42% of the 3,359,055 shares outstanding and entitled to vote at the Annual Meeting. All matters voted upon at the Annual Meeting were approved with the required votes. The matters that were voted upon at the Annual Meeting, and the number of votes cast for, against or withheld, as well as the number of the abstentions and broker non-votes, as to each such matter, where applicable, are set forth below.

Proposal 1 Election of Directors

The Company's shareholders elected three directors to each serve until the next annual meeting of stockholders and until their successors have been duly elected and qualify. The voting results were as follows:

|                   | <b>VOTES FOR</b> | <b>WITHHELD</b> | <b>BROKER NON-VOTES</b> |
|-------------------|------------------|-----------------|-------------------------|
| Robert E. Dolan   | 1,948,327        | 14,612          | 0                       |
| Jonathan P. Evans | 1,948,657        | 13,832          | 0                       |
| Mario J. Gabelli  | 1,947,592        | 14,897          | 0                       |

Proposal 2 Ratification of the Amendment to Certificate of Incorporation to Increase Number of Authorized Shares of Common Stock

The Company's shareholders ratified the Amendment to Certificate of Incorporation to Increase Number of Authorized Shares of Common Stock from 10,000,000 shares to 100,000,000 shares. The voting results were as follows:

| <b>VOTES FOR</b> | <b>VOTES AGAINST</b> | <b>ABSTENTIONS</b> | <b>BROKER NON-VOTES</b> |
|------------------|----------------------|--------------------|-------------------------|
| 1,946,522        | 15,297               | 670                | 0                       |

**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 thereunto duly authorized.

**MORGAN GROUP HOLDING CO.**  
Registrant

Date: May 9, 2014

By: /S/ Robert E. Dolan  
Robert E. Dolan  
Chief Financial Officer

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