

ARGAN INC  
Form 8-K  
June 25, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**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): **June 21, 2018**

**ARGAN, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-31756**  
(Commission  
File Number)

**13-1947195**  
(IRS Employer  
Identification No.)

**One Church Street, Suite 201, Rockville, MD**  
(Address of Principal Executive Offices)

**20850**  
(Zip Code)

Registrant's telephone number, including area code: **(301) 315-0027**

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**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 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

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

At the Annual Meeting of the Stockholders of Argan, Inc. (the Company or Argan ), which was held on June 21, 2018 (the 2018 Annual Meeting ), the following four (4) matters were resolved by the stockholders of Argan.

(1) The election of the following nine (9) directors to the Board of Directors of the Company (the Board ), each to serve until the 2019 Annual Meeting of Stockholders and until his/her successor has been elected and qualified or until his/her earlier resignation, death or removal:

- Rainer H. Bosselmann
- John R Jeffrey, Jr.
- Cynthia A. Flanders
- Peter W. Getsinger
- William F. Griffin, Jr.
- William F. Leimkuhler
- W.G. Champion Mitchell
- James W. Quinn
- Brian R. Sherras

(2) The approval of the amendment of the Company s 2011 Stock Plan (the Stock Plan ) in order to increase the total number of shares of the Company s common stock reserved for issuance under the Stock Plan from 2,000,000 shares to 2,750,000 shares.

(3) The nonbinding advisory approval of the Company s executive compensation (the say-on-pay vote).

(4) The ratification of the appointment of Grant Thornton LLP as the Company s independent registered public accountants for the year ending January 31, 2019.

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A schedule presenting the numbers of votes cast by the Company's stockholders is attached to this report as Exhibit 99.1 and incorporated herein by reference.

### Item 8.01 Other Events.

On June 25, 2018, Argan announced that the Board declared a regular quarterly cash dividend in the amount of \$0.25 per share of common stock, payable on July 31, 2018 to stockholders of record at the close of business on July 24, 2018.

A copy of Argan's press release is attached to this report as Exhibit 99.2 and incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                                      |
|-------------|--|
| 99.1        | Results of the Voting at the 2018 Annual Meeting |
| 99.2        | Press Release issued by Argan on June 25, 2018   |

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                      |
|--------------------|---|
| 99.1               | <u>Results of the Voting at the 2018 Annual Meeting</u> |
| 99.2               | <u>Press Release issued by Argan on June 25, 2018</u>   |

**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.

**ARGAN, INC.**

Date: June 25, 2018

By:

/s/ David H. Watson  
David H. Watson  
Senior Vice President, Chief Financial Officer,  
Treasurer and Secretary