

22nd Century Group, Inc.
Form 8-K
May 03, 2016

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): April 30, 2016

22nd Century Group, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|--|--|
| Nevada (State or Other Jurisdiction of Incorporation) | 001-36338 (Commission File Number) | 98-0468420 (I.R.S. Employer Identification No.) |
|--|--|--|

| | |
|---|----------------------------|
| 9530 Main Street Clarence, New York (Address of Principal Executive Office) | 14031 (Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(716) 270-1523**

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))

Item 5.07(a) and (b): Submission of Matters to a Vote of Security Holders.

On April 30, 2016, the Company held an annual meeting of its stockholders to vote on the following proposals:

Proposal One: To elect two Class II directors, Dr. Joseph Dunn and Nora B. Sullivan, to serve until the 2019 annual meeting of stockholders and until their successors are duly elected and qualified. In accordance with the voting results listed below, each of the nominees were elected to serve as directors.

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Dr. Joseph Dunn | 13,861,586 | 5,152,840 | 29,490,170 |
| Nora B. Sullivan | 13,011,663 | 6,002,763 | 29,490,170 |

Proposal Two: To approve an advisory resolution on executive compensation for fiscal year 2015. In accordance with the voting results listed below, the Company's executive compensation for fiscal year 2015 has been approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 12,391,707 | 6,571,334 | 51,385 | 29,490,170 |

Proposal Three: The audit committee of the Board of Directors selected the accounting firm of Freed Maxick CPAs, P.C. to serve as the Company's independent registered certified public accounting firm for the year 2016. The audit committee directed that the appointment of the independent accountants be submitted for ratification by the stockholders at the annual meeting. Therefore, in accordance with the voting results listed below, Freed Maxick CPAs, P.C. will serve as the independent registered certified public accountants for the year 2016.

| For | Against | Abstain |
|------------|---------|---------|
| 48,020,796 | 261,550 | 222,250 |

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.

22nd Century Group, Inc.

/s/ Henry Sicignano, III

Date: May 3, 2016 Henry Sicignano, III
President and Chief Executive Officer