

MORGAN GROUP HOLDING CO  
Form 8-K  
November 30, 2011

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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): November 25, 2011**

**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 November 25, 2011, 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 2,652,993, representing approximately 86.83% of the 3,055,345 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 two 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>VOTES WITHHELD</b>	<b>BROKER NON-VOTES</b>
Mario J. Gabelli	1,067,923	16,529	1,970,893
Robert E. Dolan	1,068,841	15,611	1,970,893

Proposal 2 Ratification of the Appointment of Independent Auditor

The Company's shareholders ratified the appointment of Daszkal & Bolton LLP as the Company's independent auditors for the fiscal year ending December 31, 2011. The voting results were as follows:

<b>VOTES FOR</b>	<b>VOTES AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
2,643,658	252	9,083	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: November 30, 2011

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