

AMBASE CORP
Form 8-K
June 01, 2017

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): June 1, 2017

AMBASE CORPORATION
(Exact name of registrant as specified in its charter)

Delaware 1-07265 95-2962743
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

ONE SOUTH OCEAN BOULEVARD, SUITE 301
BOCA RATON, FLORIDA 33432
(Address of principal executive offices, including zip code)

(203) 532-2000
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Company's annual meeting of stockholders on June 1, 2017, votes were taken for the proposals that follow below. The aggregate number of shares of Common Stock voted in person or by proxy for each of the proposals was as follows:

Proposal #1 - A vote was taken for the election of two Directors of the Company to hold office for a three-year term and until their successors shall have been duly elected.

| | BROKER | | |
|--------------------|------------|-----------|------------|
| NOMINEE | FOR | WITHHELD | NON-VOTES |
| Richard A. Bianco | 20,690,383 | 599,137 | 15,355,246 |
| Kenneth M. Schmidt | 20,166,253 | 1,123,267 | 15,355,246 |

The terms of directors, Alessandra F. Bianco, Richard A. Bianco, JR. and Jerry Y. Carnegie, continued after the meeting.

Proposal #2 – A vote was taken to ratify the approval of the appointment of Marcum LLP as the Company's the Independent Registered Public Accounting Firm for the calendar year 2017.

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 36,530,604 | 99,013 | 15,149 |

Proposal #3 – A vote was taken for the approval, on a non-binding advisory basis, of the compensation of the Company's Named Executive Officers, as such compensation is described under the "Compensation Narrative" and "Executive Compensation" sections of the Company's 2017 Proxy Statement.

| | BROKER | | |
|------------|---------|---------|------------|
| FOR | AGAINST | ABSTAIN | NON-VOTES |
| 19,924,909 | 840,609 | 524,002 | 15,355,246 |

Proposal #4 - A vote was taken for the selection on a non-binding advisory basis, of the frequency of future stockholder votes on the compensation of the Company's Named Executive Officers as such compensation is described under the "Compensation Discussion and Analysis" and "Executive Compensation" sections of the Company's 2017 Proxy Statement.

| Choice 1 | Choice 2 | Choice 3 | Choice 4 |
|------------|-----------------|-------------------|----------|
| Every Year | Every Two Years | Every Three Years | Abstain |
| 2,026,430 | 26,995 | 18,777,333 | 458,762 |

There were 15,355,246 broker non-votes relating to Proposal #4. The Board of Directors of the Company has determined that the frequency of future stockholder votes shall be every three (3) years.

The foregoing proposals are described more fully in the Company's definitive proxy statement, filed with the Securities and Exchange Commission on March 31, 2017, pursuant to Section 14(a) of the Securities Act of 1934, as amended, and the rules and regulations promulgated there under.

SIGNATURES

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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.

AMBASE CORPORATION

By /s/ John Ferrara

John Ferrara

Vice President and Chief Financial Officer and Controller

AmBase Corporation

Date: June 1, 2017