

SCHMITT INDUSTRIES INC  
Form 8-K  
October 09, 2013

**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): October 4, 2013**

**SCHMITT INDUSTRIES, INC.**

**(Exact name of registrant as specified in its charter)**

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

**000-23996**  
**(Commission**  
**File Number)**

**93-1151989**  
**(I.R.S. Employer**  
**Identification Number)**

**2765 N.W. Nicolai Street**

**97210-1818**

**Portland, Oregon**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (503) 227-7908**

**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))

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

(a) Schmitt Industries, Inc. (the Company) held its Annual Meeting of Shareholders on October 4, 2013 (the Meeting).

(b) Three matters, which are more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission, were submitted to a vote of security holders at the Meeting:

1. To elect two directors for the next year;
2. To approve, on an advisory basis, the compensation of the Company's Named Executive Officers; and
3. To approve the frequency of shareholder advisory votes with respect to Executive Compensation.

At the Meeting, 1,836,533 shares of common stock were represented in person or proxy, which constituted 61.40 percent of the 2,990,910 shares of the Company outstanding and entitled to vote at the Meeting as of August 19, 2013, the record date of the Meeting, and a quorum. Each share was entitled to one vote at the Meeting.

1. **Election of Directors.** The following directors were elected at the Meeting by votes cast as follows:

	<b>Votes Against or Withheld</b>	<b>Broker Non-votes</b>
David M. Hudson	1,612,722	223,811
James A. Fitzhenry	1,610,267	226,266

2. **Say-on-Pay.** The proposal to approve, on an advisory basis, the Compensation of the Company's Named Executive Officers (as defined in the Proxy Statement) passed with the following votes:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-votes</b>
1,416,925	338,258	81,350	

3. **Frequency of Shareholder Advisory Votes on Executive Compensation.** The proposal to approve the frequency of the shareholder advisory votes on named executive officer compensation passed with the following votes:

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<b>1 year</b>	<b>2 year</b>	<b>3 year</b>	<b>Abstentions</b>
1,482,950	83,009	83,300	187,274

**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.

SCHMITT INDUSTRIES, INC.

October 9, 2013

By: /s/ Ann M. Ferguson  
Name: Ann M. Ferguson  
Title: Chief Financial Officer and Treasurer