

SCOTTS LIQUID GOLD INC  
Form 8-K  
June 19, 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): June 14, 2013

SCOTT S LIQUID GOLD-INC.

(Exact name of Registrant as specified in its charter)

|                               |              |                      |
|-------------------------------|--------------|----------------------|
| Colorado                      | 001-13458    | 84-0920811           |
| (State or other jurisdiction) | (Commission) | (I.R.S.<br>Employer) |





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

The Company's Annual Meeting of Shareholders (the Annual Meeting) was held on June 14, 2013.

Proposal 1: Election of Directors

At the Annual Meeting, the shareholders of the Company (the Shareholders) elected each of the following individuals to serve on the Board of Directors for a term of one year, or until his successor is duly elected and qualified. The votes for Proposal 1 were cast as follows:

| Nominees          | Votes For | Withheld  |
|-------------------|-----------|-----------|
| Mark E. Goldstein | 5,425,828 | 3,025,471 |
| Mark D. Goodman   | 5,734,604 | 2,716,695 |
| Gerald J. Laber   | 5,480,375 | 2,970,924 |
| Barry J. Levine   | 5,435,443 | 3,015,856 |
| Philip A. Neri    | 5,480,375 | 2,970,924 |

Proposal 2: Advisory Vote to Approve Executive Compensation (Say-On-Pay)

At the Annual Meeting, the Shareholders approved executive compensation (say-on-pay). The votes for Proposal 2 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 6,470,158 |
| Votes Against | 1,858,568 |
| Abstentions   | 736,663   |

Proposal 3: Advisory Vote on the Frequency of Say-On-Pay Votes

At the Annual Meeting, the Shareholders approved a frequency of every three years for executive compensation (say-on-pay). The votes for Proposal 3 were cast as follows:

|                   | Votes     |
|-------------------|-----------|
| Every Three Years | 5,227,736 |
| Every Two Years   | 40,397    |
| Every One Year    | 3,047,205 |
| Abstentions       | 750,051   |

With respect to Proposal No. 3, the Frequency of Say-on- Pay advisory vote, the votes approving a three year frequency represented approximately 58% of the votes cast. Taking into consideration the results of this advisory vote, the Board has approved holding the Say-on-Pay vote every three years.

#### Proposal 4: Non-binding Vote to Implement Cumulative Voting

At the Annual Meeting, the Shareholders did not approve the non-binding vote to implement cumulative voting. The votes for Proposal 4 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 3,699,002 |
| Votes Against | 5,347,878 |
| Abstentions   | 18,509    |

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Floor Proposal 1: Non-binding Proposal to Amend the Company's Bylaws to Separate the Functions of Chief Executive Officer and Chairman

At the Annual Meeting, the Shareholders did not approve the non-binding proposal to amend the Company's Bylaws to separate the functions of Chief Executive Officer and Chairman, which was presented at the Annual Meeting by a Shareholder. The votes for Floor Proposal 1 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 1,339,541 |
| Votes Against | 7,013,124 |
| Abstentions   | 614,090   |

Floor Proposal 2: Proposal to Amend the Company's Bylaws to Eliminate Advance Notice Provisions

At the Annual Meeting, the Shareholders did not approve the proposal to amend the Company's Bylaws to eliminate the advance notice provisions contained therein, which was presented at the Annual Meeting by a Shareholder. The votes for Floor Proposal 2 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 1,339,541 |
| Votes Against | 7,013,124 |
| Abstentions   | 614,090   |

Floor Proposal 3: Proposal to Amend the Company's Bylaws to Eliminate Requirements Regarding Shareholder Nominations

At the Annual Meeting, the Shareholders did not approve the proposal to amend the Company's Bylaws to eliminate the requirements regarding shareholder nominations of directors contained therein, which was presented at the Annual Meeting by a Shareholder. The votes for Floor Proposal 3 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 1,339,541 |
| Votes Against | 7,013,124 |
| Abstentions   | 614,090   |

Floor Proposal 4: Non-binding Proposal to Prohibit the Issuance of Stock Options with a Strike Price that is Less than the Most Recent Quarterly Calculation of Shareholders' Equity Per Share

At the Annual Meeting, the Shareholders did not approve the non-binding proposal to prohibit the issuance of stock options with a strike price that is less than the most recent quarterly calculation of shareholders' equity per share, which was presented at the Annual Meeting by a Shareholder. The votes for Floor Proposal 4 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 1,339,541 |
| Votes Against | 7,013,124 |
| Abstentions   | 614,090   |

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Floor Proposal 5: Non-binding Proposal to Require the Board of Directors Establish a Special Committee, for the Express Purpose of Shopping the Company, Soliciting Bids to Sell the Company in Whole or in Part, and Otherwise Seeking to Maximize Shareholder Value

At the Annual Meeting, the Shareholders did not approve the non-binding proposal to require the Board of Directors establish a special committee, for the express purpose of shopping the Company, soliciting bids to sell the Company in whole or in part, and otherwise seeking to maximize shareholder value, which was presented at the Annual Meeting by a Shareholder. The votes for Floor Proposal 5 were cast as follows:

|               | Votes     |
|---------------|-----------|
| Votes For     | 1,339,541 |
| Votes Against | 7,013,124 |
| Abstentions   | 614,090   |

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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.

SCOTTS LIQUID GOLD-INC.

Date: June 19, 2013 By: /s/ Barry J. Levine  
Barry J. Levine  
Chief Financial Officer and Chief Operating Officer

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