

NOBLE ROMANS INC
Form 8-K
July 12, 2017

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): July 7, 2017

NOBLE ROMAN'S, INC.
(Exact name of Registrant as specified in its charter)

Indiana 0-11104 35-1281154
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

One Virginia Avenue, Suite 300 46204
Indianapolis, Indiana
(Address of principal executive offices) (Zip Code)

(317) 634-3377
(Company's telephone number, including area code)

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.

Noble Roman’s, Inc. (the “Registrant”) held its 2017 Annual Meeting of Shareholders on July 7, 2017 (the “Annual Meeting”). As of the record date for the Annual Meeting, April 28, 2017, there were 20,783,032 shares of the Registrant’s Common Stock outstanding and entitled to vote on the matters presented at the Annual Meeting. Holders of 14,637,183 shares of the Registrant’s Common Stock, or 70.4% of the outstanding shares entitled to vote at the Annual Meeting, were represented at the Annual Meeting in person or by proxy, which constituted a quorum.

At the Annual Meeting, the Registrant’s shareholders: (1) elected two Class I directors to the Board of Directors with a term expiring in 2020 and (2) ratified the appointment of the independent registered public accounting firm, Somerset CPAs, P.C., as the Registrant’s registered independent accounting firm for the year ending December 31, 2017.

The matters acted upon at the Annual Meeting, and the vote tabulation for each matter is as follows:

1.
Election of one Class I directors:

Class I Director Nominees	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Douglas Coape-Arnold	5,943,516	970,757		7,722,910
Marcel Herbst	6,347,850	576,423		7,717,910

Mr. Coape-Arnold and Mr. Herbst received the affirmative vote of the holders of a plurality of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on the matters presented at the Annual Meeting, and therefore, they were elected as Class I Directors to serve until 2020.

2. Ratification of Somerset CPAs, P.C. as the Registrant’s independent registered public accounting firm for the year ending December 31, 2017:

Votes For	Votes Against	Abstentions	Broker Non-Votes
11,373,445	53,971	1,773,012	0

Somerset CPAs, P.C. received the affirmative vote of holders of the majority of the shares represented in person or by proxy and entitled to vote on the matters presented at the Annual Meeting, and therefore, their appointment as the Registrant’s registered independent accounting firm for the year ending December 31, 2017 was ratified.

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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.

NOBLE ROMAN'S, INC.

Dated: July 11, 2017 By: /s/ Paul W. Mobley
Paul W. Mobley
Executive Chairman and Chief Financial Officer