

OCEAN BIO CHEM INC  
Form 8-K/A  
August 05, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Form 8-K/A  
(Amendment No. 1)

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 7, 2013

OCEAN BIO-CHEM, INC.  
(Exact name of registrant as specified in charter)

|   |                          |  |
|---|--------------------------|--|
| Florida   | 0-11102                  | 59-1564329                             |
| (State or Other Jurisdiction of<br>Incorporation) | (Commission File Number) | I.R.S. Employer Identification<br>No.) |

4041 S.W. 47 Avenue, Fort Lauderdale, Florida 33314  
(Address of principal executive offices) (Zip Code)

(954) 587-6280  
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:

- 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))
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## EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A amends the Current Report on Form 8-K filed by Ocean Bio-Chem, Inc. on June 10, 2013 to add information regarding the Board of Directors' determination as to the frequency of inclusion, in our proxy materials, of a shareholder advisory vote on the compensation of our named executive officers. In all other respects, the text is unchanged.

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

Ocean Bio-Chem, Inc. (the "Company") held its Annual Meeting of Shareholders on June 7, 2013. The proposals submitted by the Board of Directors to a vote of shareholders, and the final results of the voting on each proposal, are noted below.

## Proposal No. 1 — Election of Directors:

| Nominees              | For       | Withhold | Broker<br>Non-Votes |
|-----------------------|-----------|----------|---------------------|
| Jeffrey S. Barocas    | 5,810,216 | 74,745   | 1,618,509           |
| Sonia B. Beard        | 5,845,948 | 39,013   | 1,618,509           |
| Diana Mazuelos Conard | 5,810,216 | 74,745   | 1,618,509           |
| Gregor M. Dornau      | 5,801,966 | 82,995   | 1,618,509           |
| Peter G. Dornau       | 5,819,326 | 65,635   | 1,618,509           |
| William W. Dudman     | 5,810,216 | 74,745   | 1,618,509           |
| James M. Kolisch      | 5,816,921 | 68,040   | 1,618,509           |
| John B. Turner        | 5,867,426 | 17,535   | 1,618,509           |

## Proposal No. 2 — Ratification of Appointment of Independent Registered Public Accounting Firm:

| For       | Against | Abstain |
|-----------|---------|---------|
| 7,496,333 | 5,631   | 1,506   |

Proposal No. 3 — Approval, on an advisory basis, of the compensation of our named executive officers:

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 5,864,331 | 16,090  | 4,540   | 1,618,509        |

Proposal No. 4 — Advisory vote on the frequency of the advisory vote on compensation of our named executive officers:

| 1 Year    | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|-----------|---------|---------|---------|------------------|
| 5,840,959 | 5,623   | 36,850  | 1,529   | 1,618,509        |

In light of this vote and other factors, our Board of Directors determined, on August 2, 2013, that we will include a shareholder advisory vote on the compensation of the Company's named executive officers in our proxy materials every year until the next required advisory vote on the frequency of shareholder votes on the compensation of executives, which, under Securities and Exchange Commission regulations, will occur no later than the Company's 2019 Annual Meeting of Stockholders.

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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 thereunto duly authorized.

OCEAN BIO-CHEM, INC.

Date: August 5, 2013

By: /s/ Jeffrey S. Barocas  
Jeffrey S. Barocas  
Chief Financial Officer