

AMBASE CORP
Form 8-K
June 09, 2014
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 9, 2014

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 Employment Identification Number)

100 PUTNAM GREEN, GREENWICH, CT 06830-6027
(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 5, 2014, 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	21,653,708	746,724	11,622,531
Kenneth M. Schmidt	21,665,701	735,361	11,622,531

The terms of directors Jerry Y. Carnegie, Alessandra F.B. Halloran, and Theodore T. Horton, Jr. 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 2014.

FOR	AGAINST	ABSTAIN
33,478,270	530,458	14,235

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 Discussion and Analysis" and "Executive Compensation" sections of the Company's 2014 Proxy Statement.

BROKER		
FOR	AGAINST	ABSTAIN
19,863,727	988,476	1,548,229
11,622,531		

The foregoing proposals are described more fully in the Company's definitive proxy statement, filed with the Securities and Exchange Commission on March 31, 2014, pursuant to Section 14(a) of the Securities Act of 1934, as amended, and the rules and regulations promulgated there under.

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.

AMBASE CORPORATION

By /s/ John Ferrara
 John Ferrara
 Vice President and Chief Financial Officer and Controller

AmBase Corporation
Date: June 9, 2014