

NOBLE ROMANS INC  
Form 8-K  
July 08, 2016

---

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, 2016

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

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

|  |                     |
|--|---------------------|
| One Virginia Avenue, Suite 300<br>Indianapolis, Indiana<br>(Address of principal executive<br>offices) | 46204<br>(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 2016 Annual Meeting of Shareholders on July 7, 2016 (the “Annual Meeting”). As of the record date for the Annual Meeting, April 28, 2016, 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 14,864,438 shares of the Registrant’s Common Stock, or 71.5% 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 one Class III director to the Board of Directors with a term expiring in 2019; (2) approved on an advisory basis compensation of the Company's named executive officers; and (3) 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, 2016.

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

1. Election of one Class III director:

| Class II Director Nominee | Votes     |           |             | Broker<br>Non-Votes |
|---------------------------|-----------|-----------|-------------|---------------------|
|                           | Votes For | Withheld  | Abstentions |                     |
| A. Scott Mobley           | 6,147,552 | 3,958,106 |             | 3,898,980           |

Mr. A. Scott Mobley 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, he was elected as Class III Director to serve until 2019.

2. To approve on an advisory basis the Company's named executive officers as disclosed pursuant to Item 402 of Regulation S-K.

The proposal to approve on an advisory basis the Company's name executive officers received the affirmative vote of holders of majority of the shares represented in person or by proxy at the meeting. Therefore, the proposal was fully approved and adopted by the Company

3. Ratification of Somerset CPAs, P.C. as the Registrant’s independent registered public accounting firm for the year ending December 31, 2016:

| Votes For  | Votes     |             | Broker<br>Non-Votes |
|------------|-----------|-------------|---------------------|
|            | Against   | Abstentions |                     |
| 11,373,445 | 3,416,099 | 74,894      | 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, 2016 was ratified.

\* \* \*

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.

Dated: July 8, 2016

NOBLE ROMAN'S, INC.

By: /s/ Paul W. Mobley  
Paul W. Mobley  
Executive Chairman and  
Chief Financial Officer

---