

P&F INDUSTRIES INC
Form 8-K
May 29, 2013

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): May 22, 2013

P & F INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------|---|
| <u>Delaware</u> | <u>1-5332</u> | <u>22-1657413</u> |
| (State or Other Jurisdiction of Incorporation) | (Commission File No.) | (IRS Employer Identification Number) |

445 Broadhollow Road, Suite 100, Melville, New York 11747

(Address of Principal Executive Offices) (Zip Code)

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Registrant's telephone number, including area code: (631) 694-9800

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 (17CFR 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

On May 22, 2013, P&F Industries, Inc. (the “Registrant”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the stockholders (i) elected one (1) director to a term that expires at the 2016 annual meeting of stockholders, (ii) ratified the appointment of CohnReznick LLP as the Registrant’s independent registered public accounting firm for the year 2013, (iii) approved an advisory (non-binding) resolution regarding the compensation of the Registrant’s named executive officers and (iv) voted in favor of the Registrant holding an advisory (non-binding) vote on the compensation of the named executive officers each year. Set forth below are the final voting results for each of the proposals:

1. Election of directors:

Name of Nominee Votes For Votes Withheld Broker Non-Votes

Richard A. Horowitz 2,287,610 409,477 730,188

2. Proposal to ratify the appointment of CohnReznick LLP as the Registrant’s independent registered public accounting firm for the year 2013:

Votes For Votes Against Votes Abstained Broker Non-Votes

3,388,719 24,355 14,201 Not applicable

3. Proposal to approve an advisory (non-binding) resolution regarding the compensation of the Registrant’s named executive officers:

Votes For Votes Against Votes Abstained Broker Non-Votes

2,149,049 527,631 20,407 730,188

4. Proposal with respect to an advisory (non-binding) vote on the frequency of the Registrant’s inclusion of an advisory vote regarding the compensation of its named executive officers in its future proxy statements for stockholder consideration:

One Year Two Years Three Years Votes Abstained

2,622,867 3,742 62,915 7,563

In light of the voting results presented above and other factors, the Registrant's Board of Directors decided that the Registrant will hold an advisory (non-binding) vote on the compensation of the named executive officers each year until it holds the next required advisory (non-binding) vote on the frequency of named executive compensation. Pursuant to Securities and Exchange Commission regulations, the Registrant is required to hold such votes on frequency at least once every six years.

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.

P & F INDUSTRIES, INC.

Date: May 29, 2013

By: /s/ Joseph A. Molino, Jr.
Joseph A. Molino, Jr.
Vice President,
Chief Operating Officer and
Chief Financial Officer