

# BOSTON OMAHA CORP

## **FORM 8-K** (Current report filing)

Filed 06/13/19 for the Period Ending 06/08/19

Address	1411 HARNEY ST. SUITE 200 OMAHA, NE, 68102
Telephone	857-256-0079
CIK	0001494582
Symbol	BOMN
SIC Code	6510 - Real Estate Operators (No Developers) and Lessors
Industry	Advertising & Marketing
Sector	Consumer Cyclical
Fiscal Year	12/31

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): June 13, 2019 (June 8, 2019)

**BOSTON OMAHA CORPORATION**  
(Exact name of registrant as specified in its Charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-38113**  
(Commission File Number)

**27-0788438**  
(IRS Employer Identification No.)

**1411 Harney St., Suite 200**  
**Omaha, Nebraska 68102**  
(Address of principal executive offices, Zip Code)

**(857) 256-0079**  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or 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))

Securities registered under Section 12(b) of the Exchange Act:

Title of Class	Trading Symbol	Name of Exchange on Which Registered
Class A common stock, \$0.001 par value per share	BOMN	The Nasdaq Stock Market LLC (NASDAQ Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 5.02 DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On Saturday, June 8, 2019, pursuant to the Amended and Restated Voting and First Refusal Agreement dated May 26, 2017 by and among Boston Omaha Corporation (the “Company”), Boulderado Partners, LLC and Magnolia Capital Fund, LP, the Class B common stockholders re-elected each of Alex B. Rozek and Adam K. Peterson as a Class B director to sit on the Company’s Board of Directors. This action was taken by means of an action by unanimous written consent of the holders of Class B common stock in lieu of a special meeting.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

At the Company’s 2019 Annual Meeting of Stockholders, held on Saturday, June 8, 2019, the stockholders of the Company voted as set forth below on the following proposals. Each of these proposals is described in detail in the Company’s Proxy Statement as filed with the Commission on April 16, 2019.

**Proposal No. 1 Election of Directors**

The following nominees were elected as directors, each to serve a term of one year or until their successors are duly elected and qualified, by the vote set forth below:

<b>Nominee</b>	<b>Votes Cast For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Bradford B. Briner	27,073,350	287,488	3,553,645
Brendan J. Keating	26,554,542	806,296	3,553,645
Frank H. Kenan II	26,726,185	634,653	3,553,645
Jeffrey C. Royal	27,348,112	12,726	3,553,645
Vishnu Srinivasan	26,141,301	1,219,537	3,553,645

**Proposal No. 2 Ratification of Independent Registered Public Accounting Firm**

The appointment of MaloneBailey, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 was ratified by the vote set forth below:

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Number of Abstentions</b>	<b>Broker Non-Votes</b>
30,904,114	7,971	2,398	-

**Proposal No. 3 Advisory Vote regarding Named Executive Officer Compensation**

The compensation of the Company’s named executive officers as disclosed in the Proxy Statement was approved in an advisory vote, as set forth below:

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Number of Abstentions</b>	<b>Broker Non-Votes</b>
27,329,519	25,842	5,477	3,553,645

## 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.

BOSTON OMAHA CORPORATION  
(Registrant)

By: /s/ Joshua P. Weisenburger  
Joshua P. Weisenburger  
Chief Financial Officer

Date: June 13, 2019