

OptimumBank Holdings, Inc.  
Form 8-K  
May 16, 2012

**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): May 16, 2012 (April 24, 2012)

**OPTIMUMBANK HOLDINGS, INC.**

(Exact name of registrant as specified in charter)

**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**000-50755**  
(Commission  
File Number)

**55-0865043**  
(IRS Employer  
Identification No.)

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2477 East Commercial Boulevard, Fort Lauderdale, FL 33308

(Address of Principal Executive Offices) (Zip Code)

954-776-2332

(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**

On April 24, 2012, OptimumBank Holdings, Inc. (the Company) held its 2012 Annual Meeting of Shareholders (the Annual Meeting). There were 21,411,108 shares of common stock entitled to be voted of which 12,063,538 shares were voted in person or by proxy at the Annual Meeting:

- (1) The shareholders voted to elect the six (6) nominees for director.
  
- (2) The shareholders voted to ratify the appointment of Hacker, Johnson & Smith PA as the Company's independent auditor for fiscal year 2012.

The Company's inspector of election certified the following vote tabulations:

**Board of Directors**

| Nominee           | For        | Withhold | Broker Non-Vote |
|-------------------|------------|----------|-----------------|
| Moishe Gubin      | 12,061,806 | 1,732    | 0               |
| Sam Borek         | 12,063,325 | 213      | 0               |
| Richard L. Browdy | 12,058,242 | 5,296    | 0               |
| Seth Gillman      | 12,061,806 | 1,732    | 0               |
| Wendy Mitchler    | 12,059,761 | 3,777    | 0               |
| Robert Acri       | 12,061,806 | 1,732    | 0               |

|                                     | For        | Against | Abstain | Broker Non-Vote |
|-------------------------------------|------------|---------|---------|-----------------|
| Ratification of Independent Auditor | 12,062,019 | 1,519   | 0       | 0               |

**SIGNATURE**

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.

May 16, 2012

By: /s/ Richard L. Browdy  
Richard L. Browdy  
President and Chief Financial Officer