

EMERSON RADIO CORP
Form 8-K
November 22, 2016

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): November 16, 2016

EMERSON RADIO CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State Or Other

Jurisdiction Of Incorporation)

001-07731
(Commission

File Number)

22-3285224
(IRS Employer

Identification No.)

3 University Plaza, Suite 405, Hackensack, NJ
(Address of Principal Executive Offices)

07601
(Zip Code)

Registrant's telephone number, including area code: (973) 428-2000

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 November 16, 2016, Emerson Radio Corp. (the Company) held its annual meeting of stockholders (the Annual Meeting). At the Annual Meeting, 23,482,230 shares of the Company's common stock were represented either in person or by proxy, which is equal to 86.56% of the Company's outstanding common stock as of the October 24, 2016, record date.

The following three proposals, each of which is described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 26, 2016, were before the meeting, and they received the following votes:

Proposal 1: Election of Directors The number of votes for, withheld and all shares as to which brokers indicated that they did not have authority to vote with respect to each director nominee were as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------|------------------|-----------------------|-------------------------|
| Christopher Ho | 15,946,650 | 2,927,140 | 4,608,440 |
| Duncan Hon | 15,965,526 | 2,908,264 | 4,608,440 |
| Michael Binney | 15,965,054 | 2,908,736 | 4,608,440 |
| Kareem E. Sethi | 18,345,953 | 527,837 | 4,608,440 |
| Kin Yuen | 18,351,728 | 522,062 | 4,608,440 |

Proposal 2: Ratification of the Appointment of MSPC Certified Public Accountants and Advisors, A Professional Corporation as the Independent Registered Public Accountants of the Company for the fiscal year ending March 31, 2017 The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-------------------------|
| 23,243,408 | 210,512 | 28,310 | 0 |

Proposal 3: Approval of an Advisory Resolution on the Fiscal 2016 Compensation of the Named Executive Officers of the Company The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-------------------------|
| 18,498,725 | 344,436 | 30,629 | 4,608,440 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EMERSON RADIO CORP.

By: /s/ Duncan Hon

Name: Duncan Hon

Title: Chief Executive Officer

Dated: November 22, 2016