

AVALON HOLDINGS CORP  
Form 8-K  
April 25, 2019

**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) April 25, 2019

**AVALON HOLDINGS CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Ohio  | 1-14105                     | 34-1863889                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

**One American Way, Warren, Ohio 44484**

(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (330) 856-8800**

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(Former name and 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))

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 (§240.12b-2 of this chapter).

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 5.07 Submission of Matters to a Vote of Security Holders**

The Avalon Holdings Corporation Annual Meeting of Stockholders was held on April 25, 2019.

The matters presented for a vote and the related results are as follows:

**1.ELECTION OF DIRECTORS**

The following directors were elected by the holders of Class B Common Stock:

| Name              | Votes For | Votes Withheld | Abstentions | Broker Non-votes |
|-------------------|-----------|----------------|-------------|------------------|
| Ronald E. Klinge  | 6,114,850 | -0-            | -0-         | -0-              |
| Bryan P. Saks     | 6,114,850 | -0-            | -0-         | -0-              |
| David G. Bozanich | 6,114,850 | -0-            | -0-         | -0-              |

The following directors were elected by the holders of the Class A Common Stock:

| Name              | Votes For | Votes Withheld | Abstentions | Broker Non-votes |
|-------------------|-----------|----------------|-------------|------------------|
| Kurtis D. Gramley | 618,631   | 990,436        | -0-         | 1,643,080        |
| Stephen L. Gordon | 565,057   | 1,044,010      | -0-         | 1,643,080        |

**2.ADVISORY VOTE ON THE COMPENSATION OF THE COMPANY’S NAMED EXECUTIVE OFFICERS**

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|-----------|---------------|-------------|------------------|
| 6,731,093 | 988,702       | 4,122       | 1,643,080        |

Pursuant to the foregoing votes, the Executive Compensation of the Named Executive Officers of Avalon Holdings Corporation was approved in the non-binding vote.

**3. TO RECOMMEND, IN A NON-BINDING VOTE, THE FREQUENCY OF AN ADVISORY VOTE TO APPROVE THE COMPENSATION OF THE COMPANY'S NAMED EXECUTIVE OFFICERS**

| 1 Year    | 2 Years | 3 Years | Abstentions | Broker Non-vote |
|-----------|---------|---------|-------------|-----------------|
| 7,281,498 | 17,198  | 202,725 | 222,496     | 1,643,080       |

A majority of the votes cast by shareholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation every year.

**4. TO APPROVE THE AVALON HOLDINGS CORPORATION 2019 LONG-TERM INCENTIVE PLAN**

| Votes For | Votes Against | Abstentions | Broker Non-votes |
|-----------|---------------|-------------|------------------|
| 6,519,491 | 1,198,434     | 5,992       | 1,643,080        |

Pursuant to the foregoing votes, the Avalon Holdings Corporation 2019 Long-Term Incentive Plan was approved by the votes cast by shareholders.

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, thereunto duly authorized.

Date: April 25, 2019

Avalon Holdings  
Corporation

By: /s/ Bryan P. Saksa  
Bryan P. Saksa  
Chief Financial Officer