

PANHANDLE OIL & GAS INC  
Form 8-K  
March 07, 2011

**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) March 7, 2011 (March 3, 2011)**

**PANHANDLE OIL AND GAS INC.**

(Exact name of registrant as specified in its charter)

**OKLAHOMA**

(State or other jurisdiction  
of incorporation)

**001-31759**

(Commission File Number)

**73-1055775**

(I.R.S. Employer  
Identification No.)

**5400 North Grand Blvd.,  
Suite 300**

**Oklahoma City, OK**

(Address of principal executive offices)

**73112**

(Zip code)

**(405) 948-1560**

(Registrant's telephone number including area code)

**Not Applicable**

(Former name or former 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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act
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**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

Panhandle Oil and Gas Inc. (the Company) held its annual meeting (the Annual Meeting) of shareholders on March 3, 2011 at the Waterford Marriott in Oklahoma City, Oklahoma. A quorum consisting of approximately 75% of the Company's Class A Common Stock issued and outstanding was represented either in person or by proxy. At the Annual Meeting the Company's shareholders voted on proposals to: (1) elect Michael C. Coffman, Duke R. Ligon and Robert A. Reece as directors to serve for three year terms; (2) ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year ended September 30, 2011; (3) hold an advisory vote on executive compensation; and (4) hold an advisory vote to determine the frequency of future advisory votes on executive compensation. Voting results of the proposals are as follows:

**Proposal #1 Election of Three Directors:**

|                    | For       | Against | Withheld | Abstentions | Broker Non-Votes |
|--------------------|-----------|---------|----------|-------------|------------------|
| Michael C. Coffman | 4,570,450 | N/A     | 49,675   | N/A         | 1,603,619        |
| Duke R. Ligon      | 4,089,681 | N/A     | 530,444  | N/A         | 1,603,619        |
| Robert A. Reece    | 4,556,177 | N/A     | 63,948   | N/A         | 1,603,619        |

**Proposal #2 Ratification of Selection of Independent Registered Public Accounting Firm:**

|        | For       | Against | Withheld | Abstentions | Broker Non-Votes |
|--------|-----------|---------|----------|-------------|------------------|
| Totals | 6,176,597 | 6,153   | N/A      | 40,994      | -0-              |

**Proposal #3 Advisory Vote on Executive Compensation:**

|        | For       | Against | Withheld | Abstentions | Broker Non-Votes |
|--------|-----------|---------|----------|-------------|------------------|
| Totals | 4,334,814 | 125,652 | N/A      | 159,659     | 1,603,619        |

**Proposal #4 Advisory Vote on Frequency of Future Advisory Votes on Executive Compensation:**

|        | Every Year | Every 2 Years | Every 3 Years | Abstentions | Broker Non-Votes |
|--------|------------|---------------|---------------|-------------|------------------|
| Totals | 1,119,722  | 297,966       | 2,964,630     | 237,807     | 1,603,619        |

**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.

**PANHANDLE OIL AND GAS INC.**

By: /s/ Michael C. Coffman  
 Michael C. Coffman,  
 President and CEO

DATE: March 7, 2011