

Sino-Global Shipping America, Ltd.
Form 8-K
January 27, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES AND EXCHANGE ACT OF 1934

Date of report (date of earliest event reported): January 21, 2014

SINO-GLOBAL SHIPPING AMERICA, LTD.

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---------------------------------|-----------------------|
| Virginia | 001-34024 | 11-3588546 |
| (State or Other Jurisdiction | (Commission File Number) | (IRS |
| of Incorporation) | | Employer |
| | | Identification |
| | | No.) |

136-56 39th Avenue, Room #305

Flushing, New York 11354

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(Address of principal executive offices and zip code)

(718) 888-1814

(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 obligations 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))

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

At the Registrant’s 2014 Annual Meeting of Shareholders held on January 21, 2014, the Registrant’s shareholders voted to increase the number of authorized shares of Common Stock from 10 million to 50 million shares and the number of authorized shares of Preferred Stock from 1 million to 2 million shares. Such increases require an amendment and restatement of the Articles of Incorporation of the Registrant, effective upon filing with the Virginia State Corporation Commission. The Registrant intends to file such amendment as soon as practicable.

The First Amended and Restated Articles of Incorporation is annexed hereto as Exhibit 3(i). All statements made herein concerning the amendment are qualified by reference to said Exhibit.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The Registrant held its 2014 Annual Meeting of Shareholders on January 21, 2014, at 11:00 a.m., Beijing time at Room 1108, Tower B, TEWOO Plaza, No. 22 Liuyangdao, Dashi Industrial Zone, Xiqing District, Tianjin, People's Republic of China. The following tables reflect the tabulation of the preliminary voting results with respect to each proposal submitted to a vote of the Registrant’s shareholders at the 2014 Annual Meeting of Shareholders. The voting results below are only preliminary and will change upon inclusion of shares that are beneficially held. Quorum was determined to exist based on shareholders whose shares were voted in person, and all matters were determined to be approved on the same basis, as results of voting of beneficially held shares were unavailable at the time of this report. Notwithstanding the foregoing, an absolute majority of all shares were Present in person and voted on each matter presented. The Registrant will file an amendment to this Current Report on Form 8-K to disclose the final results within four business days after they are known. Abstentions were counted as present for the purpose of establishing a quorum, but were not treated as votes cast on each respective proposal with the exception of Proposals 5 and 6, for which abstentions were counted as votes against such proposals.

PROPOSAL 1: Election of Directors

To elect two Class I members of the Board of Directors to serve terms expiring at the Annual Meeting of Shareholders in 2017 or until their successors are duly elected and qualified. The Class I nominees who received a plurality of the properly cast votes were Dennis O. Laing and Anthony S. Chan, who were thereby elected to the Registrant’s Board of Directors. The tabulation of the preliminary voting results is as follows:

| Nominee | For | | Withheld | | Abstain/Broker Non-Vote | |
|-----------------|-----------|------------|----------|------------|-------------------------|------------|
| | Number | Percentage | Number | Percentage | Number | Percentage |
| Dennis O. Laing | 3,184,040 | 100 % | 0 | 0 % | 0 | 0 % |

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| | | | | | | | |
|-----------------|-----------|-----|---|---|---|---|---|
| Anthony S. Chan | 3,184,040 | 100 | % | 0 | 0 | % | 0 |
|-----------------|-----------|-----|---|---|---|---|---|

The Table below shows the composition of the Registrant's Board of Directors and the Board committees following the 2014 Annual Meeting of Shareholders:

Post-AGM Board Independent Committees

| | | |
|-----------------|-----|--|
| Lei Cao | No | |
| Anthony S. Chan | No | |
| Jing Wang | Yes | Audit, Corporate Governance, Compensation* |
| Dennis O. Laing | Yes | Audit, Corporate Governance,* Compensation |
| Tielang Liu | Yes | Audit,* Corporate Governance, Compensation |

* Chair of Committee

PROPOSAL 2: Ratification of Appointment of Independent Auditor

To ratify the appointment of Friedman LLP as the Registrant's independent registered public accountant for the fiscal a. year ending June 30, 2014. The proposal was approved by a majority of the votes cast. The tabulation of the preliminary voting results is as follows:

| For | Withheld | Abstain/Broker Non-Vote |
|-----------|------------|-------------------------|
| Number | Percentage | Number |
| 3,184,040 | 100 % | 0 |

PROPOSAL 3: Advisory Vote on Executive Compensation

To vote on an advisory, nonbinding resolution to approve the compensation of the Company's named executive a. officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission. The tabulation of the preliminary voting results is as follows:

| For | Withheld | Abstain/Broker Non-Vote |
|-----------|------------|-------------------------|
| Number | Percentage | Number |
| 3,184,040 | 100 % | 0 |

PROPOSAL 4: Advisory Vote on Frequency of Vote on Executive Compensation Vote

To vote on an advisory, nonbinding resolution to approve the frequency of advisory votes on named executive a. officer compensation. The tabulation of the preliminary voting results is as follows:

| | | | |
|----------------|-----------------|-------------------|-------------------------|
| Every One Year | Every Two Years | Every Three Years | Abstain/Broker Non-Vote |
|----------------|-----------------|-------------------|-------------------------|

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| Number | Percentage | Number | Percentage | Number | Percentage | Number |
|-----------|------------|--------|------------|--------|------------|--------|
| 3,184,040 | 100 % | 0 | 0 % | 0 | 0 % | 0 |

Based on the preliminary results of the foregoing advisory votes, the Registrant will seek shareholder approval, on a nonbinding advisory basis, on the frequency of voting on executive compensation each year.

PROPOSAL 5: Increase of Authorized Shares of Common Stock

To approve the increase of the number of authorized shares of Common Stock from 10 million to 50 million shares.
 a. The tabulation of the preliminary voting results is as follows:

| For Number | Percentage | Withheld Number | Percentage | Abstain/Broker Non-Vote Number |
|---------------|------------|--------------------|------------|-----------------------------------|
| 3,184,040 | 100 % | 0 | 0 % | 0 |

PROPOSAL 6: Increase of Authorized Shares of Preferred Stock

a. To approve the increase of the number of authorized shares of Preferred Stock from 1 million to 2 million shares. The tabulation of the preliminary voting results is as follows:

| For Number | Percentage | Withheld Number | Percentage | Abstain/Broker Non-Vote Number |
|---------------|------------|--------------------|------------|-----------------------------------|
| 3,184,040 | 100 % | 0 | 0 % | 0 |

PROPOSAL 7: Implementation of 2014 Share Incentive Plan

To approve the implementation of a new share incentive plan with 10 million shares of common stock. The
 a. tabulation of the preliminary voting results is as follows:

| For Number | Percentage | Withheld Number | Percentage | Abstain/Broker Non-Vote Number |
|---------------|------------|--------------------|------------|-----------------------------------|
| 3,184,040 | 100 % | 0 | 0 % | 0 |

PROPOSAL 8: Termination of Trading Restrictions on Zhong Zhang Common Stock

To approve the termination of certain restrictions related to the disposition of shares issued to Mr. Zhang pursuant to a last year's annual meeting of shareholders. As previously disclosed, Mr. Zhang abstained from voting on this proposal. The tabulation of the preliminary voting results is as follows:

| For Number | Percentage | Withheld Number | Percentage | Abstain/Broker Non-Vote Number |
|---------------|------------|--------------------|------------|-----------------------------------|
| 1,384,040 | 100 % | 0 | 0 % | 1,800,000 |

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibits.

3(i) First Amended and Restated Articles of Incorporation of Sino-Global Shipping America, Ltd.

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

Dated: January 27, 2014 SINO-GLOBAL SHIPPING AMERICA, LTD.

By: /s/ Lei Cao

Name: Lei Cao

Its: Chief Executive Officer

EXHIBIT INDEX

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