

MECHANICAL TECHNOLOGY INC

Form 8-K

June 13, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**

**Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):**

**June 12, 2013**

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# MECHANICAL TECHNOLOGY, INCORPORATED

(Exact name of registrant as specified in charter)

New York  
(State or Other Jurisdiction  
of Incorporation)

0-6890  
(Commission File Number)

14-1462255  
(IRS Employer  
Identification No.)

325 Washington Avenue Extension, Albany, New York 12205

(Address of Principal Executive Offices) (Zip Code)

(518) 218-2550

(Registrant's telephone number, including area code)

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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**

(a-b) Mechanical Technology, Incorporated held its Annual Meeting of Stockholders on June 12, 2013 (the Annual Meeting). At the Annual Meeting, the Company's stockholders:

1. Elected as director Dr. Walter L. Robb to hold office until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified;
2. Ratified the selection of UHY LLP as the Company's independent registered public accounting firm for the fiscal year 2013;
3. Approved the advisory vote on executive officer compensation; and
4. Approved the advisory vote to hold advisory votes every year on the frequency of votes on executive compensation.

At the Annual Meeting, the stockholders voted as follows:

| <u>Matter</u>  | <u>Votes For</u> | <u>Votes Against</u> |                    | <u>Broker Non-Votes</u> |
|--|------------------|----------------------|--------------------|-------------------------|
|  |                  | <u>Withheld</u>      | <u>Abstentions</u> |                         |
| 1. Election of Dr. Walter L. Robb  | 584,808          | 76,192               | N/A                | 3,195,275               |
| 2. Ratification of UHY LLP as the Company's independent registered public accounting firm for the fiscal year 2013 | 3,706,047        | 92,517               | 57,711             | N/A                     |
| 3. Approval of the advisory vote on executive compensation   | 509,154          | 118,806              | 33,028             | 3,195,287               |

| <u>Matter</u>  |                 |                  |                    | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|-----------------|------------------|--------------------|--------------------|-------------------------|
|  | <u>One Year</u> | <u>Two Years</u> | <u>Three Years</u> |                    |                         |
| 4. Approval of the advisory vote on the frequency of votes on executive compensation | 477,107         | 41,788           | 95,014             | 46,204             | 3,196,162               |

(d) On June 12, 2013, following the Registrant's Annual Meeting of Stockholders, the Board adopted a resolution providing that an advisory vote on executive compensation would be held annually until the next required vote on the frequency of such votes.

**SIGNATURES**

Pursuant to the requirement 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.

MECHANICAL TECHNOLOGY, INCORPORATED

Date: June 13, 2013

|        |     |                                      |
|--------|-----|--------------------------------------|
|        | By: | /s/ KEVIN G. LYNCH                   |
| Name:  |     | Kevin G. Lynch                       |
| Title: |     | Chairman and Chief Executive Officer |

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