

Exchange Act.

This current report on Form 8-K is filed by Pure Cycle Corporation (the “Registrant”), a Colorado corporation, in connection with the matters described herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Registrant held its annual meeting of shareholders on January 16, 2019. Holders of 23,789,098 shares of common stock outstanding on November 19, 2018, were entitled to vote at the meeting, of which 21,557,553 shares, or approximately 90.6% of those entitled to vote, were present in person or by proxy at the meeting. The results of the matters voted upon and approved at the meeting are as follows:

1.
Election of directors.

| | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|---------------------|
| Mark W. Harding | 15,329,254 | 1,216,349 | 5,011,950 |
| Harrison H. Augur | 15,481,285 | 1,064,318 | 5,011,950 |
| Patrick J. Beirne | 15,329,554 | 1,216,049 | 5,011,950 |
| Arthur G. Epker III | 15,401,779 | 1,143,824 | 5,011,950 |
| Richard L. Guido | 14,036,770 | 2,508,833 | 5,011,950 |
| Peter C. Howell | 16,362,143 | 183,460 | 5,011,950 |

2.
For the ratification of the appointment of Plante & Moran PLLC as the Registrant’s independent registered public accounting firm for the 2019 fiscal year.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 21,342,798 | 11,032 | 63,989 | 0 |

3.
For the approval, on an advisory basis, of executive compensation.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 16,044,096 | 102,256 | 259,517 | 5,011,950 |

SIGNATURE

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

Date: January 18, 2019

PURE CYCLE CORPORATION

By: /s/ MARK W. HARDING

Mark W. Harding

President and Chief Financial Officer