

Edgar Filing: BARNWELL INDUSTRIES INC - Form 8-K

nominees were elected, the vote on executive compensation was approved and the ratification of KPMG LLP as the independent auditors for fiscal year 2017 was approved. Considering that highest vote total with respect to the vote on the frequency of the advisory vote on executive compensation reflected a preference for a vote every 3 years, Barnwell's Board of Directors resolved to have Barnwell conduct such advisory vote every 3 years until the next required vote on the frequency of the advisory vote on executive compensation. Barnwell is required to hold votes on frequency every six years. The results of the meeting were as follows:

| | For | Withheld/ Against | Abstain | Broker Non-Votes | |
|--|-----------|----------------------|-----------|---------------------|---------------------|
| 1. Directors | | | | | |
| Morton H. Kinzler | 4,480,152 | 1,819,411 | | 1,475,275 | |
| Martin Anderson | 4,980,753 | 1,318,810 | | 1,475,275 | |
| Murray C. Gardner | 5,055,237 | 1,244,326 | | 1,475,275 | |
| Alexander C. Kinzler | 4,445,806 | 1,853,757 | | 1,475,275 | |
| Russell M. Gifford | 4,478,272 | 1,821,291 | | 1,475,275 | |
| Kevin K. Takata | 5,015,427 | 1,284,136 | | 1,475,275 | |
| Robert J. Inglima, Jr. | 5,061,587 | 1,237,976 | | 1,475,275 | |
| James S. Barnwell III | 5,052,101 | 1,247,462 | | 1,475,275 | |
| 2. Advisory (non-binding) vote on executive compensation | | | | | |
| | 5,131,447 | 1,046,617 | 121,499 | 1,475,275 | |
| 4. Ratification of Independent Auditors | | | | | |
| | 7,477,775 | 286,909 | 10,154 | 0 | |
| 3. Advisory (non-binding) vote to approve executive compensation every | | | | | |
| | 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
| | 2,109,261 | 205,766 | 3,826,370 | 158,166 | 1,475,275 |

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.

Dated: March 6, 2017

BARNWELL INDUSTRIES, INC.

By: /s/ Russell M. Gifford

Name: Russell M. Gifford

Title: Executive Vice President and
Chief Financial Officer