

BUTLER NATIONAL CORP
Form 8-K
October 16, 2018
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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) October 16, 2018

BUTLER NATIONAL CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Kansas
(State or Other Jurisdiction of Incorporation)

0-1678 (Commission File Number) **41-0834293** (IRS Employer Identification No.)

19920 W. 161st Street, Olathe, Kansas 66062
(Address of Principal Executive Offices) (Zip Code)

913-780-9595
(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 (*see* General Instruction A.2. below):

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to Vote of Security Holders

Butler National Corporation Annual Meeting of Shareholders was held on October 11, 2017 (the "Annual Meeting"). At the Annual Meeting, 58,427,786 shares of common stock, or approximately 90% of the 64,743,317 shares of common stock outstanding and entitled to vote at the Annual Meeting, were present in person or by proxies.

Set forth below are the matters acted upon by Butler National Corporation shareholders at the Annual Meeting, and the final voting results on each matter.

Election of Directors. Two people were nominated by the Board of Directors for election as directors of Butler National Corporation, to hold office for a three year term expiring at the 2021 annual meeting of shareholders and 1. until his or her successor is duly elected and qualified. The nominees were incumbent directors, no other person was nominated and the nominees were elected. There were 28,403,869 broker non-votes with respect to each nominee. The votes cast for or against, as well as abstentions with respect to, each nominee were as follows:

| Name of Director | Shares of Common Stock Voted For | Shares of Commons Stock Voted Against/Withheld | Abstentions |
|-------------------|----------------------------------|--|-------------|
| Warren R. Wagoner | 22,826,616 | 6,991,301 | 206,000 |
| Clark D. Stewart | 23,171,898 | 6,646,019 | 206,000 |

Having received a plurality of the votes cast by holders of common stock at the Annual Meeting, Mr. Warren R. Wagoner and Mr. Clark D. Stewart were elected as directors.

Ratification of Selection of RBSM LLP as Independent Registered Accountant. A resolution that the shareholders ratify the selection and appointment of RBSM LLP as the independent registered public accounting firm for Butler National Corporation for the year ending April 30, 2019 was submitted to, and voted upon by, the
2. shareholders. There were 53,101,637 shares of common stock voted in favor of, and 355,633 shares of common stock voted against said resolution. The holders of 4,970,516 shares of common stock abstained and there were 0 broker non-votes. Having received the affirmative vote of the holders of at least a majority of shares of common stock outstanding and entitled to vote at the Annual Meeting, the appointment of RBSM LLP was ratified.

Advisory Vote on Executive Compensation. An advisory vote on executive compensation was submitted to, and voted upon by, the shareholders. There were 21,389,550 shares of common stock voted in favor of, and 8,555,930
3. shares of common stock voted against, said resolution. The holders of 78,437 shares of common stock abstained and there were 28,403,869 broker non-votes.

SIGNATURES

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 thereunto duly authorized.

BUTLER NATIONAL CORPORATION
(Registrant)

October 16, 2018 /s/ Clark D. Stewart
Date Clark D. Stewart
(President and Chief Executive Officer)
/s/ Tad M. McMahon

October 16, 2018
Date Tad M. McMahon
(Chief Financial Officer)