

ESPEY MFG & ELECTRONICS CORP

Form 8-K

November 18, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report

**November 18, 2013**

ESPEY MFG & ELECTRONICS CORP.

(Exact name of registrant as specified in its charter)

**New York**

(State or Other Jurisdiction of Incorporation)

**001-04383**

(Commission File Number)

**14-1387171**

(IRS Employer Identification No.)

**233 Ballston Avenue, Saratoga Springs, New York 12866**

(Address of principal executive offices)

**(518) 584-4100**

(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:

- 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

Espey Mfg. & Electronics Corp. (the “Company”) held its Annual Meeting of Stockholders (“Annual Meeting”) on November 15, 2013. At the Annual Meeting, the stockholders of the Company elected Barry Pinsley and Mark St. Pierre to the Board of Directors as the Class B directors. They will serve until their three-year term expires at the 2016 Annual Meeting or until their respective successors are duly elected and qualified.

**Nominee      Votes For Withholds Broker Non-Votes**

Barry Pinsley    1,364,788    311,352    664,845

Mark St. Pierre 1,370,138    306,002    664,845

The compensation of the Company’s Named Executive Officers in the Company’s proxy statement for the 2013 annual meeting was approved on an advisory non-binding basis.

**Votes For Votes Against Abstentions Broker Non-Votes**

1,645,717    21,600      8,823      664,845

The stockholders also voted, on an advisory non-binding basis, of the frequency of the vote to approve the compensation of the Named Executive Officers. The result of the vote was as follows:

**Three Years Two Years One Year Abstentions Broker Non-Votes**

1,067,792    142,688    449,802    15,854    664,849

In addition, the proposal to ratify the appointment of EFP Rotenberg LLP as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2014 was approved at the Annual Meeting.

**Votes For Votes Against Abstentions Broker Non-Votes**

2,202,433    9,097      30,605      98,850

ITEM 8.01 Other Events

On November 18, 2013, Espey Mfg. & Electronics Corp. issued a press release announcing that the Company's Board of Directors had declared a special cash dividend in addition to the regular quarterly dividend. A copy of the press release is furnished as Exhibit 99.1 to this report. The information in this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act), as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01 Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

**Exhibit No. Document**

99.1      Press Release dated November 18, 2013

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 hereunto duly authorized.

ESPEY MFG. & ELECTRONICS CORP.

Date: November 18, 2013

By: /s/ David A. O'Neil  
David A. O'Neil,  
Treasurer and Principal Financial Officer