

GOLDRICH MINING CO
Form 8-K
December 03, 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 26, 2013

(Date of earliest event reported)

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GOLDRICH MINING COMPANY

(Exact name of registrant as specified in its charter)

Commission File Number: **001-06412**

Alaska

(State or other jurisdiction of incorporation)

91-0742812

(IRS Employer Identification No.)

2607 Southeast Blvd, Suite B211

Spokane, Washington 99223

(Address of principal executive offices, including zip code)

(509) 535-7367

(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)

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- 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))
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Item 5.07. Submission of Matters to a Vote of Security HoldersResults of Annual General Meeting of Stockholders

On November 26, 2013, Goldrich Mining Company (the Company) held its annual general meeting of stockholders at the Company's corporate office, 2607 Southeast Blvd., Suite B211, Spokane, Washington, 99223 at 8:00 a.m. local time. Stockholders representing 88,285,258 shares or 91.3% of the shares of common stock authorized to vote (95,656,719) were present in person or by proxy, representing a quorum for the purposes of the annual general meeting. The stockholders approved the following:

| Proposal #1 Election of Directors | For | Withheld | Abstained | Broker Non Vote |
|---|------------|-----------------|------------------|------------------------|
| The election of the nominees to the Company's Board of Directors to serve until the Company's 2014 annual meeting of stockholders or until successors are duly elected and qualified: | | | | |
| David S. Atkinson | 71,355,411 | 1,391,120 | - | 15,538,727 |
| Charles C. Bigelow | 68,761,443 | 1,604,288 | - | 17,625,927 |
| Kenneth S. Eickerman | 68,679,011 | 1,667,420 | - | 17,625,927 |
| Garrick Mendham | 68,821,576 | 1,582,455 | - | 17,625,927 |
| William Orchow | 68,679,011 | 1,667,420 | - | 17,625,927 |
| Michael G. Rasmussen | 68,778,676 | 1,586,955 | - | 17,625,927 |
| William V. Schara | 68,684,844 | 1,661,587 | - | 17,625,927 |
| Stephen Vincent | 68,684,011 | 1,662,420 | - | 17,625,927 |

| Proposal #2 Advisory Vote on Executive Compensation | For | Against | Abstained | Broker Non Vote |
|---|------------|----------------|------------------|------------------------|
| To ratify the non-binding, advisory resolution approving executive compensation | | | | |
| | 52,378,919 | 16,669,250 | 1,611,162 | 17,625,927 |

| Proposal #3 Advisory Vote on Frequency on Advisory Vote on Executive Compensation | 1 Year | 2 Years | 3 Years | Abstained |
|--|---------------|----------------|----------------|------------------|
| | | | | |

To ratify the non-binding,
 advisory resolution
 recommending the frequency of
 the advisory vote on executive
 compensation

18,857,641 1,760,703 47,018,460 2,989,527

**Proposal #4 Stock Option Plan
 Amendment**

For Against Abstained Broker Non Vote

To approve an amendment to the
 Company's 2008 Equity Incentive
 Plan (the Plan) to increase the
 number of shares of common
 stock authorized under the Plan to
 10% of the Company's issued and
 outstanding shares of common
 stock

52,202,555 17,705,821 750,955 17,625,927

| Proposal #5 Bylaws Amendment | For | Against | Abstained | Broker Non Vote |
|---|------------|----------------|------------------|------------------------|
|---|------------|----------------|------------------|------------------------|

To approve an amendment to the Company's Bylaws to increase the maximum size of the Company's board of directors from 5 to 8 and permitting the Company's Board of Directors to set the number of directors by resolutions of the board of directors, within the range set forth in the Company's Articles of incorporation

| | | | | |
|--|------------|-----------|---------|------------|
| | 68,223,135 | 1,576,476 | 859,720 | 17,625,927 |
|--|------------|-----------|---------|------------|

| Proposal #6 Articles Amendment | For | Against | Abstained | Broker Non Vote |
|---|------------|----------------|------------------|------------------------|
|---|------------|----------------|------------------|------------------------|

To approve an amendment to the Company's Articles of Incorporation to increase the Company's authorized capital and to make amendments to modernize the Company's Articles of Incorporation to better reflect changes in corporate governance and business practices since the Company's incorporation on March 26, 1959

| | | | | |
|--|------------|-----------|---------|---------|
| | 85,877,445 | 1,236,619 | 688,799 | 482,395 |
|--|------------|-----------|---------|---------|

| Proposal #7 Appointment of Auditors | For | Against | Abstained | Broker Non Vote |
|--|------------|----------------|------------------|------------------------|
|--|------------|----------------|------------------|------------------------|

To ratify the appointment of the Company's Independent Registered Public Accounting Firm for the 2014 fiscal year

| | | | | |
|--|------------|---------|---------|---|
| | 87,598,844 | 244,873 | 441,541 | 0 |
|--|------------|---------|---------|---|

All Nominees for election to the Company's Board were elected to the Board and will serve until the Company's 2014 annual meeting of stockholders or until successors are duly elected and qualified. In relation to the proposal on the frequency of future advisory votes on the compensation of named executive officers, the frequency of every 3 years

received the most votes, and therefore is the advisory recommendation of the stockholders of the Company. All other matters brought before the annual general and special meeting were approved by the stockholders. Proxies were solicited under the proxy statement filed with the Securities and Exchange Commission on October 23, 2013.

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.

GOLDRICH MINING COMPANY

Dated: December 3, 2013

(Registrant)

By:

/s/ Ted R. Sharp

Ted R. Sharp

Chief Financial Officer