

GEOVIC MINING CORP.
Form 8-K
June 21, 2011

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 (Date of earliest event reported): June 17, 2011

GEOVIC MINING CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-52646
(Commission
File Number)

20-5919886
(I.R.S. Employer
Identification Number)

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1200 17th Street, Suite 980

Denver, Colorado
(Address of principal executive offices)

Registrant's telephone number, including area code: (303) 476-6455

80202
(Zip Code)

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.

At the Annual Meeting of Stockholders (the Annual Meeting) of Geovic Mining Corp. (the Company) held on June 17, 2011, the proposals listed below were submitted to a vote of the Company s stockholders. Each of the proposals, except for proposal (3), was approved by the stockholders pursuant to the voting results set forth below.

(1) Election of the following persons as directors of the Company to serve until the 2012 annual meeting of stockholders:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| William A. Buckovic | 50,713,490 | 1,189,070 | 11,252,977 |
| Michael A. Goldberg | 40,236,687 | 11,665,873 | 11,252,977 |
| Robert J. MacDonald | 40,262,887 | 11,639,673 | 11,252,977 |
| Michael T. Mason | 50,232,497 | 1,670,063 | 11,252,977 |
| Wade D. Nesmith | 40,242,687 | 11,659,873 | 11,252,977 |
| John T. Perry | 40,229,587 | 11,672,973 | 11,252,977 |
| Paul D. Rose | 50,800,176 | 1,102,384 | 11,252,977 |
| Gregg J. Sedun | 39,379,058 | 12,523,502 | 11,252,977 |
| John E. Sherborne | 50,446,081 | 1,456,479 | 11,252,977 |

(2) Approval of the Company s Second Amended and Restated Stock Option Plan (Plan).

The Plan was amended and adopted by the Company s stockholders in 2008. Applicable rules of the Toronto Stock Exchange (the TSX) require that the Plan be submitted to a stockholder vote for approval every three years following the institution of the Plan when unallocated shares are available for awards under the Plan.

| Votes For* | Votes Against* | Abstentions* | Broker Non-Votes* |
|------------|----------------|--------------|-------------------|
| 7,667,582 | 4,727,224 | 10,661,810 | 11,252,977 |

* Under the rules of the TSX, to be approved, the Plan must be approved by a majority of the shares voted at the Annual Meeting held by stockholders who are not entitled to receive a benefit under the Plan. The officers, directors and employees of the Company and its subsidiaries and nominees for directors of the Company (19 persons) (the Company Insiders) would be qualified to receive an award under the Plan. Therefore the votes of Company Insiders may not be counted for purposes of determining approval by disinterested stockholders under the TSX rules. The voting results shown above do not include 18,845,943 shares held by Company Insiders who did not vote on this proposal but voted on all other matters. Accordingly, the Plan was approved in accordance with requirements of the TSX rules.

(3) Approval of an Amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of the Company's Common Stock to 600,000,000 shares.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 46,415,416 | 16,247,913 | 492,208 | 0 |

For approval, the proposal required the affirmative vote of holders of at least a majority of the outstanding shares. Accordingly the proposal was not adopted.

(4) Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 62,337,341 | 263,788 | 554,408 | 0 |

Item 7.01 Regulation FD Disclosure.

At the Annual Meeting, management made a presentation to the Company's stockholders. A copy of the presentation presented at the Annual Meeting is furnished with this Current Report on Form 8-K as Exhibit 99.1

The information contained in Item 7.01 to this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Management Presentation 2011 GMC Annual Shareholder Meeting held June 17, 2011 |

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.

Date: June 21, 2011

GEOVIC MINING CORP.

By: /s/ Michael T. Mason
Michael T. Mason
Chief Executive Officer

EXHIBIT INDEX

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|------------------------|--|
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