

22nd Century Group, Inc.
Form 8-K
September 24, 2012

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): September 20, 2012

22nd Century Group, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|--------------------------|--------------------------------------|
| Nevada | 000-54111 | 98-0468420 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

9530 Main Street

Clarence, New York

(Address of Principal Executive Office)

14031

(Zip Code)

Registrant's telephone number, including area code: **(716) 270-1523**

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(a) and (b) Submission of Matters to a Vote of Security Holders

On September 20, 2012, 22nd Century Group, Inc. (the “Company”) held an annual meeting of its stockholders to vote on the following proposals:

Proposal One: The board of directors nominated four director nominees to stand for election at the 2012 meeting and each of the nominees was elected by a majority of the votes present and entitled to vote at the meeting. Therefore, in accordance with the voting results listed below, the director nominees were elected to serve a one-year term expiring at the annual meeting in 2013 (or until their respective successors are elected and qualified, or until their earlier death, resignation or removal).

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| James W. Cornell | 19,413,260 | 1,654 | 1,412,578 |
| Henry Sicignano, III | 15,507,774 | 3,907,170 | 1,412,578 |
| Joseph Pandolfino | 15,507,774 | 3,907,170 | 1,412,578 |
| Joseph Alexander Dunn | 19,413,260 | 1,654 | 1,412,578 |

Proposal Two: The board of directors selected the accounting firm of Freed Maxick CPAs, P.C. to serve as the Company’s independent registered certified public accounting firm for fiscal 2012. The board of directors directed that the appointment of the independent accountants be submitted for ratification by the stockholders at the annual meeting. Therefore, in accordance with the voting results listed below, Freed Maxick CPAs, P.C. will serve as the independent registered certified public accountants for fiscal 2012.

| | | |
|------------|---------|---------|
| For | Against | Abstain |
| 15,944,759 | 1,654 | 0 |

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.

22nd Century Group, Inc.

Date: September 24, 2012 By: /s/ Joseph Pandolfino
Joseph Pandolfino
Chief Executive Officer