

Hudson Global, Inc.
Form 8-K
July 24, 2018

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): July 19, 2018

HUDSON GLOBAL, INC.

(Exact name of registrant as specified in its charter)

Delaware 000-50129 59-3547281
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

1325 Avenue of the Americas, New York, 10019
NY
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 351-7300

(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 a Vote of Security Holders.

On July 19, 2018, Hudson Global, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the following matters were submitted to a vote of the stockholders of the Company:

The Company’s stockholders elected the following directors to hold office until the 2019 annual meeting of stockholders and until their successors are duly elected and qualified. The final votes with respect to the election of directors were as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------------|-----------------------|-------------------------|
| Alan L. Bazaar | 19,647,177 | 1,894,386 | 4,838,881 |
| Richard K. Coleman, Jr. | 19,699,761 | 1,841,802 | 4,838,881 |
| Jeffrey E. Eberwein | 19,687,868 | 1,853,695 | 4,838,881 |
| Ian V. Nash | 19,699,761 | 1,841,802 | 4,838,881 |

The Company’s stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the proxy statement. The final vote with respect to this matter was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 16,192,358 | 5,336,090 | 13,115 | 4,838,881 |

The Company’s stockholders ratified the appointment of KPMG LLP as independent registered public accounting firm to audit the Company’s financial statements for the fiscal year ending December 31, 2018. The final vote with respect to this matter was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 26,267,680 | 112,354 | 410 | 0 |

The Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation designed to protect the tax benefits of the Company’s net operating losses. The final vote with respect to this matter was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 19,545,424 | 1,995,716 | 423 | 4,838,881 |

The Company's stockholders approved an amendment to the Company's Amended and Restated Certificate of Incorporation to reduce the minimum number of directors constituting the entire Board of Directors from five to three. The final vote with respect to this matter was as follows:

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

21,598,706 4,781,074 664 4,838,881

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.

HUDSON GLOBAL, INC.

Dated: July 24, 2018 By: /s/ Jeffrey E. Eberwein
Name: Jeffrey E. Eberwein
Title: Chief Executive Officer