

GYRODYNE CO OF AMERICA INC
Form 8-K
December 19, 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): December 14, 2012

GYRODYNE COMPANY OF AMERICA, INC.

(Exact name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|---|
| New York | 000-01684 | 11-1688021 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

ONE FLOWERFIELD

SUITE 24
ST. JAMES, NEW YORK 11780

(Address of principal executive
offices) (Zip Code)

(631) 584-5400

Registrant's telephone number,
including area code

N/A

(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)

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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 Shareholders of Gyrodyne Company of America, Inc. (the “Company”) held on December 14, 2012 (the “2012 Meeting”), the Company’s shareholders voted on the matters set forth below. Each issued common share was entitled to one vote on the proposals voted on at the 2012 Meeting.

1. On the proposal to elect three directors, the voting totals were as follows:

| Name | For | Withheld | Broker Non-Votes |
|-------------------|---------|----------|------------------|
| Paul L. Lamb | 800,372 | 28,824 | 512,515 |
| Nader G.M. Salour | 801,970 | 27,226 | 512,515 |
| Richard B. Smith | 801,970 | 27,226 | 512,515 |

The other directors whose terms of office as a director continued after the 2012 Meeting are as follows: Elliot H. Levine, Ronald J. Macklin, Philip Palmedo, and Naveen Bhatia.

2. The proposal to ratify the engagement of Holtz Rubenstein Reminick LLP as independent accountants for the 2012 fiscal year was approved based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 1,325,727 | 14,582 | 1,402 | 0 |

3. The proposal to amend the Company’s Restated Certificate of Incorporation to add a provision stating that directors are entitled to limitations on personal liability was approved based on the following votes:

| For | Against | Abstain | Broker Non-Votes |
|---------|---------|---------|------------------|
| 768,555 | 59,607 | 1,034 | 512,515 |

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, thereunto duly authorized.

GYRODYNE COMPANY OF AMERICA, INC.

By: /s/ Gary Fitlin
 Gary Fitlin
 Interim President and Chief Executive Officer

Date: December 19, 2012