

AMERICAN REALTY INVESTORS INC

Form 8-K

December 14, 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

Date of Report (Date of earliest event reported): **December 12, 2018**

AMERICAN REALTY INVESTORS, INC.

(Exact Name of Registrant as Specified in its Charter)

000115663 75-2847135
(SEC file No.) (I.R.S. Employer
or
Identification No.)

jurisdiction
of
incorporation)

**1603 LBJ
Freeway,
Suite 800 75234**

Dallas, Texas
(Address of
principal
executive (Zip Code)
offices)

Registrant's telephone number, including area code 469-522-4200

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))

Section 5 - Corporate Governance and Management

Item 5.07 - Submission of Matters to the Vote of Security Holders

On December 12, 2018, the Annual Meeting of Stockholders of American Realty Investors, Inc. ("ARL" or the "Issuer" or the "Registrant") was held, following a solicitation of proxies, pursuant to a Notice of Annual Meeting and related Proxy Statement, dated November 8, 2018, distributed in accordance with the requirements of Regulation 14A under the Securities Exchange Act of 1934, as amended. On the record date of November 7, 2018, a total of 15,514,360 shares

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 8-K

of Common Stock were outstanding, with each share entitled to cast one vote.

At the Annual Meeting, which involved the election of directors, the following named persons received the number of votes cast for, against or withheld, as well as the number of abstention and broker non-votes:

| Name | No. of Votes % | | No. of Votes Withheld | No. of Votes Abstained | Broker Non-Votes |
|-------------------------|----------------|--------|-----------------------|------------------------|------------------|
| | For | For | | | |
| Henry A. Butler | 14,590,348 | 94.04% | 41,384 | - | 1,238,735 |
| Robert A. Jakuszewski | 14,565,908 | 93.89% | 65,824 | - | 1,238,735 |
| Ted R. Munselle | 14,589,713 | 94.04% | 42,019 | - | 1,238,735 |
| Raymond D. Roberts, Sr. | 14,526,766 | 93.63% | 104,966 | - | 1,238,735 |

All of the nominees named above, each of which is currently a director of the Registrant, were elected at such Annual Meeting.

The only other matter presented at the Annual Meeting was the ratification of the appointment of Farmer, Fuqua & Huff, P.C. as the independent registered public accounting firm for the Registrant for the fiscal year ending December 31, 2018, and any interim period. A total of 15,684,131 votes were cast FOR, 165,801 votes were cast AGAINST, and 20,535 votes ABSTAINED from voting with respect to such proposal. There were no broker non-votes.

The Annual Meeting of the Board of Directors was held on the following day, December 13, 2018. At such meeting, Henry A. Butler was reelected Chairman of the Board.

SIGNATURES

Edgar Filing: AMERICAN REALTY INVESTORS INC - Form 8-K

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 14, 2018

AMERICAN REALTY INVESTORS, INC.

By: /s/ Gene S. Bertcher
Gene S. Bertcher
Executive Vice President and
Chief Financial Officer