

Pacific Ethanol, Inc.  
Form 8-K  
June 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 of 1934**

Date of Report (Date of earliest event reported): **June 14, 2018**

**PACIFIC ETHANOL, INC.**

(Exact Name of Registrant as Specified in Charter)

<b><u>Delaware</u></b>	<b><u>000-21467</u></b>	<b><u>41-2170618</u></b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**400 Capitol Mall, Suite 2060**

**95814**

**Sacramento, California**

(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: **(916) 403-2123**

(Former Name or Former Address, if Changed Since Last Report)

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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):

Written communication 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 communication 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

The 2018 Annual Meeting of Stockholders (“Annual Meeting”) of Pacific Ethanol, Inc. (the “Company”) was held on June 14, 2018. The following proposals were approved at the Annual Meeting by the votes indicated:

**Proposal One:** To elect seven directors to serve on the Company’s board of directors until the next annual meeting of stockholders and/or until their successors are duly elected and qualified. The nominees for election were William L. Jones, Neil M. Koehler, Michael D. Kandris, Terry L. Stone, John L. Prince, Douglas L. Kieta and Larry D. Layne.

The following nominees were elected by the votes indicated to serve as directors until the next annual meeting of stockholders and/or until their successors are duly elected and qualified:

Name	Total Votes for Director	Total Votes Withheld from Director	Total Broker Non-Votes
William L. Jones	27,835,833	1,697,843	7,642,947
Neil M. Koehler	28,452,748	1,080,928	7,642,947
Michael D. Kandris	28,411,398	1,122,278	7,642,947
Terry L. Stone	28,218,676	1,315,000	7,642,947
John L. Prince	26,507,029	3,026,647	7,642,947
Douglas L. Kieta	28,066,693	1,466,983	7,642,947
Larry D. Layne	26,375,425	3,158,251	7,642,947

**Proposal Two:** To cast a non-binding advisory vote to approve the Company’s executive compensation (“say-on-pay”).

	Total Votes
For	28,730,253
Against	749,192
Abstain	54,231
Broker Non-Votes	7,642,947

**Proposal Three:** To approve an amendment to the Company’s 2016 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance under the plan from 1,150,000 shares to 3,650,000 shares.

	Total Votes
For	26,782,279
Against	2,730,667
Abstain	20,730
Broker Non-Votes	7,642,947

**Proposal Four:** To ratify the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018.

	Total Votes
For	36,752,186
Against	340,697
Abstain	83,740
Broker Non-Votes	N/A

**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 14, 2018 PACIFIC ETHANOL, INC.

By: /S/ CHRISTOPHER W. WRIGHT  
Christopher W. Wright  
Vice President, General Counsel & Secretary