

SMG Indium Resources Ltd.  
Form 8-K  
June 25, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C.20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 24, 2014

**SMG INDIUM RESOURCES LTD.**

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>Delaware</b>                                   | <b>000-54391</b>            | <b>51-0662991</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**100 Park Ave., 16th Floor**

**10017**

**New York, New York**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

**(212) 984-0635**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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. Submission of Matters to a Vote of Security Holders.**

SMG Indium Resources Ltd. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting") on June 24, 2014. The proposals submitted by the Board of Directors (the "Board") to a vote of stockholders, and the final results of the voting on each proposal, are noted below.

## Proposal No. 1 — Election of Directors

The following nominees were elected by stockholders to serve on the Company's Board for a term of one year each:

| Nominees           | For       | Withhold | Broker<br>Non-Votes |
|--------------------|-----------|----------|---------------------|
| Ailon Z. Grushkin  | 5,651,910 | 71,084   | 975,782             |
| William C. Martin  | 5,651,910 | 71,084   | 975,782             |
| Fred Arena         | 5,651,910 | 71,084   | 975,782             |
| Allan J. Young     | 5,651,910 | 71,084   | 975,782             |
| Frederick C. Wasch | 5,651,910 | 71,084   | 975,782             |

## Proposal No. 2 — Advisory Vote on Compensation of Named Executive Officers

The stockholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's proxy statement for the 2014 Annual Meeting. The result of the advisory vote is set forth below:

| For       | Against | Abstain | Broker<br>Non-Votes |
|-----------|---------|---------|---------------------|
| 5,606,542 | 116,452 | 0       | 975,782             |

## Proposal No. 3 — Advisory Vote on Frequency of Advisory Vote on Compensation of Named Executive Officers

The stockholders approved, on an advisory basis, an advisory vote on the compensation of the Company's named executive officers every three years. The result of the advisory vote on the frequency of future advisory votes on the compensation of named executive officers is set forth below:

| 1 Year | 2 Years | 3 Years   | Broker<br>Non-Votes |
|--------|---------|-----------|---------------------|
| 15,728 | 102,196 | 5,002,870 | 975,782             |

In accordance with the results of the advisory vote, the Board has determined that the Company will hold an advisory vote on the compensation of the Company's named executive officers every three years.

Proposal No. 4 — Ratification of the Appointment of Independent Registered Public Accounting Firm

The stockholders ratified the appointment of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2014. The voting results on the proposal were as follows:

| For       | Against | Abstain |
|-----------|---------|---------|
| 6,698,776 | 0       | 0       |

**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 hereunto duly authorized.

Dated: June 25, 2014 **SMG Indium RESOURCES LTD.**

By: /s/ Alan C. Benjamin  
Name: Alan C. Benjamin  
Title: Chief Executive Officer