

RGC RESOURCES INC
Form 8-K
February 05, 2019

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): February 4, 2019

RGC RESOURCES, INC.
(Exact name of Registrant as specified in its charter)

Virginia	000-26591	54-1909697
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

519 Kimball Ave., N.E. Roanoke, Virginia 24016
(Address of principal executive offices) (Zip Code)
Registrant's telephone number, including area code: 540-777-4427

(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 240.425)
- ☐ 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 13c-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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On February 4, 2019, RGC Resources, Inc. issued a press release announcing the results for the first quarter ending December 31, 2018. A copy of this press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On February 4, 2019, the Company held its Annual Meeting of Shareholders to elect three directors, to ratify the selection of independent auditors and to hold a non-binding shareholder advisory vote on named executive compensation. The voting results are provided below.

Shareholders elected the nominees for Class A directors as listed below to serve a three-year term expiring at the Annual Meeting of Shareholders to be held in 2022:

Director	Shares For	Shares Withheld	Broker Non Votes
Abney S. Boxley, III	4,147,332	133,783	2,378,731
S. Frank Smith	4,140,102	141,013	2,378,731
John B. Williamson, III	2,920,780	1,360,335	2,378,731

Nancy Howell Agee, J. Allen Layman and Raymond D. Smoot, Jr. continue to serve as Class B directors until the Annual Meeting of Shareholders to be held in 2020. T. Joe Crawford, John S. D'Orazio and Maryellen F. Goodlatte continue to serve as Class C directors until the Annual Meeting of Shareholders to be held in 2021.

Shareholders approved the selection by the Audit Committee of the Board of Directors of the firm Brown Edwards & Company, LLP as independent auditors for the fiscal year ending September 30, 2019, by the following vote:

Shares For	Shares Against	Shares Abstaining
6,576,921	50,469	32,456

Shareholders approved executive compensation through a non-binding advisory vote as indicated below:

Shares For	Shares Against	Shares Abstaining	Broker Non Votes
4,077,671	86,686	116,758	2,378,731

ITEM 8.01 OTHER EVENTS.

The Company issued a press release on February 4, 2019, announcing, among other things, the election of three Directors at its annual meeting of shareholders held on February 4, 2019 and the appointment of external auditors for the current year. At the meeting of the Board of Directors following the annual meeting of shareholders, the Board of Directors elected John B. Williamson, III as Chairman of the Board of RGC Resources, Inc. and John S. D'Orazio as President and CEO of RGC Resources, Inc.

The Board of Directors elected the following senior officers of RGC Resources: Paul W. Nester, Vice President, CFO, Secretary and Treasurer and Robert L. Wells, II, Vice President and Chief Information Officer. The Board of Directors also elected the following senior officers of Roanoke Gas Company: Paul W. Nester, President; Carl J.

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Shockley, Vice President and Chief Operating Officer; and Robert L. Wells, II, Vice President, Customer Service.

A copy of the press release is attached hereto as Exhibit 99.2 and incorporated herein by reference. The information disclosed under this Item and Item 2.02, including Exhibits 99.1 and 99.2, shall not be deemed "filed" for purposes of Section 18 of the Securities Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference to such filing.

ITEM 9.01.FINANCIAL STATEMENT AND EXHIBITS.

99.1 First Quarter Earnings Results Press Release dated February 4, 2019.

99.2 Annual Shareholders Meeting Press Release dated February 4, 2019.

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.

RGC RESOURCES,
INC.

Date: February 5, 2019 By: /s/ Paul W. Nester

Paul W. Nester
Vice President,
Secretary, Treasurer
and CFO