

DYNARESOURCE INC

Form 8-K/A

April 04, 2016

**CURRENT REPORT FOR ISSUERS SUBJECT TO THE**

**1934 ACT REPORTING REQUIREMENTS**

**FORM 8-K/A**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**CURRENT REPORT**

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

December 28, 2015

Date of Report

(Date of Earliest Event Reported)

**DYNARESOURCE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**000-30371**

(Commission File Number)

**94-1589426**

(I.R.S. Employer Identification No.)

222 W. Las Colinas Blvd., Suite 744 East Tower, Irving, Texas 75039

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(Address of principal executive offices (zip code))

(972) 868-9066

(Registrant's telephone number, including area code)

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))

**Explanatory Note:**

On January 26, 2016, DynaResource, Inc. (the “Company”) filed a Current Report on Form 8-K to report the voting results for the Company’s annual meeting of stockholders. This amendment is being filed for the sole purpose of correcting the identities of the Class II director nominees who were elected to the Board of Directors. Of the three persons nominated, only two were elected to the Board of Directors.

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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

**Annual Meeting Results**

On December 28, 2015, the Company held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the election of directors and the other proposals described in the Company’s Proxy Statement as filed on Schedule 14A. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted on are set forth below.

**1. Election of Class I Directors.** At the Annual Meeting, the holders of Series A Preferred Stock were eligible to vote for the Class I Directors and elected each Class I director nominee to the Board of Directors by the following votes:

| Nominee              | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|-----------|----------------|------------------|
| K. W. Diepholz       | 1,000     | 0              | 0                |
| Dr. Jose Vargas Lugo | 1,000     | 0              | 0                |
| Robert Allender, Jr. | 1,000     | 0              | 0                |
| Pedro I. Teran Cruz  | 1,000     | 0              | 0                |

**2. Election of Class II Directors.** At the Annual Meeting, the holders of common stock were eligible to vote for two Class II Directors (of the three nominated), and elected to the Board of Directors the two Class II director nominees who received the most votes for their election:

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| Nominee                     | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------------|------------|----------------|------------------|
| David S. Hall               | 8,401,500  | 433,523        | 1,724,121        |
| John C. Wasserman           | 10,268,589 | 136,211        | 154,344          |
| Christopher Leigh Menegay * | 2,287,791  | 589,339        | 7,687,414        |

\* Mr. Menegay was not elected to the Board of Directors

**3. Election of Class III Director.** At the Annual Meeting, the holders of Series C Preferred Stock were eligible to vote for the Class III Director and elected the sole Class III director nominee to the Board of Directors by the following votes:

| Nominee         | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------|-----------|----------------|------------------|
| Phillip A. Rose | 1,733,221 | 0              | 0                |

**4. Advisory Vote on Executive Compensation.** The shareholders approved, on an advisory, non-binding basis, the Company's executive compensation by the following vote:

| Votes For | Votes Withheld | Broker Non-Votes |
|-----------|----------------|------------------|
| 8,893,996 | 1,665,148      | 0                |

**5. Advisory Vote on Frequency of Shareholder Advisory Vote on Executive Compensation.** The stockholders approved, on an advisory, non-binding basis, the frequency of an advisory vote on the Company's executive compensation by the following vote:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|-------------------------|
| 7,745,126       | 2,512,389        | 80,000             | 221,629                 |

**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.

DYNARESOURCE, INC.  
*(Registrant)*

By: /s/ K.W. Diepholz  
Name: K.W. Diepholz  
Title: Chairman and CEO

