

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Zedge, Inc.

Form: 8-K

Date Filed: 2020-01-16

Corporate Issuer CIK: 1667313

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): January 13, 2020

ZEDGE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-37782
(Commission File Number)

26-3199071
(IRS Employer
Identification No.)

22 Cortlandt Street (14th Floor), New York, NY
(Address of principal executive offices)

10007
(Zip Code)

Registrant's telephone number, including area code: (330) 577-3424

Not Applicable
(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 (see General Instruction A.2. below):

- 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))

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.

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol(s) | Name of each exchange on which registered |
|---|-------------------|---|
| Class B common stock, par value \$.01 per share | ZDGE | NYSE American |

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

(a) Zedge, Inc.'s (the "Company") Annual Meeting of Stockholders was held on January 13, 2020 (the "Meeting"). Stockholders voted on the matters set forth below.

(b) (1) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the election of each of the Board of Directors nominees named in the Proxy Statement of the Company.

The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee | Votes For | Votes Against | Abstentions | Broker Non-Vote | % Votes For |
|-----------------|------------------|----------------------|--------------------|------------------------|--------------------|
| Todd Feldman | 1,980,105 | 29,605 | 2,087 | 266,047 | 86.93 |
| Mark Ghermezian | 1,974,961 | 34,742 | 2,094 | 266,047 | 86.70 |
| Howard Jonas | 1,903,292 | 108,375 | 130 | 266,047 | 83.56 |
| Michael Jonas | 1,918,337 | 93,330 | 130 | 266,047 | 84.22 |

(2) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the approval of an amendment to the Company's 2016 Stock Option and Incentive Plan that would: (a) increase the number of shares of the Company's Class B common stock available for the grant of awards thereunder by 230,000; (b) modify the terms of the automatic annual compensation payable to independent, non-employee directors to \$35,000, instead of \$30,000, to be paid one-half on each January 5th and one-half on each July 5th for the prior six months, each payable half in cash and half in fully vested restricted shares of the Company's Class B common stock; and (c) increase the maximum number of options that a grantee can receive in a calendar year to 100,000 instead of 60,000.

The number of votes cast with respect to this matter was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Vote | % Votes For |
|------------------|----------------------|--------------------|------------------------|--------------------|
| 1,973,127 | 38,310 | 360 | 266,047 | 86.62 |

(3) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the ratification of the appointment of Mayer Hoffman McCann CPAs, the New York Practice of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2020.

The number of votes cast with respect to this matter was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Vote | % Votes For |
|------------------|----------------------|--------------------|------------------------|--------------------|
| 2,244,406 | 22,717 | 10,722 | 0 | 98.53 |

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.

ZEDGE, INC.

By: /s/ Jonathan Reich

Name: Jonathan Reich

Title: Chief Financial Officer

Dated: January 16, 2020