

ODYSSEY MARINE EXPLORATION INC  
Form 8-K  
June 09, 2014

**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 4, 2014**

**ODYSSEY MARINE EXPLORATION, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-31895**  
**(Commission**  
  
**File Number)**  
**5215 West Laurel Street**

**84-1018684**  
**(IRS Employer**  
  
**Identification No.)**

**Tampa, Florida 33607**

**(Address of Principal Executive Offices and Zip Code)**

**Registrant's telephone number, including area code: (813) 876-1776**

**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))

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

Odyssey held an annual meeting of stockholders on June 4, 2014, for the purpose of considering and acting upon the following matters:

to elect seven directors to serve until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified (the Election Proposal );

to hold a non-binding advisory vote on executive compensation (the Compensation Proposal ); and

a proposal to ratify the appointment of Ferlita, Walsh, Gonzalez & Rodriguez, P.A. as Odyssey's independent registered public accounting firm for the year ending December 31, 2014 (the Ratification Proposal ).

With respect to the Election Proposal and the Compensation Proposal, there were 36,022,709 broker non-votes. Broker non-votes were not relevant to the Ratification Proposal.

**ELECTION OF DIRECTORS**

With respect to the Election Proposal, the seven individuals named below were elected to serve as directors in accordance with the following vote:

| <b>Nominee</b>    | <b>For</b> | <b>Withheld</b> |
|-------------------|------------|-----------------|
| Bradford B. Baker | 37,549,303 | 348,658         |
| Max H. Cohen      | 37,462,676 | 348,658         |
| Mark D. Gordon    | 37,390,976 | 506,985         |
| Mark B. Justh     | 37,508,239 | 389,722         |
| David J. Saul     | 37,519,624 | 378,337         |
| Jon D. Sawyer     | 37,628,870 | 269,091         |
| Gregory P. Stemm  | 37,367,944 | 530,017         |

**NON-BINDING ADVISORY VOTE ON EXECUTIVE COMPENSATION**

With respect to the Compensation Proposal, the results of the vote were as follows:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 36,070,781 | 1,642,795      | 184,385        |

**RATIFICATION OF APPOINTMENT OF INDEPENDENT**

**REGISTERED PUBLIC ACCOUNTING FIRM**

Pursuant to the Ratification Proposal, the proposal to ratify the appointment of Ferlita, Walsh, Gonzalez & Rodriguez, P.A. as Odyssey's independent registered public accounting firm was approved as follows:

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| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 69,500,899 | 1,658,500      | 2,761,271      |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ODYSSEY MARINE EXPLORATION, INC.**

Dated: June 9, 2014

By: /s/ Philip S. Devine  
Philip S. Devine  
*Chief Financial Officer*