

SURGE COMPONENTS INC  
Form 8-K  
January 06, 2017

**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 6, 2017 (January 5, 2017)**

**SURGE COMPONENTS, INC.**

(Exact name of registrant as specified in its charter)

|                              |                  |                     |
|------------------------------|------------------|---------------------|
| <b>Nevada</b>                | <b>000-27688</b> | <b>11-2602030</b>   |
| (State or other jurisdiction | (Commission      | (I.R.S. Employer    |
| of incorporation)            | File Number)     | Identification No.) |

|                                                  |              |
|--------------------------------------------------|--------------|
| <b>95 East Jefryn Blvd., Deer Park, New York</b> | <b>11729</b> |
| (Address of principal executive offices)         | (Zip Code)   |

Registrant's telephone number, including area code: **(631) 595-1818**

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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 240.13a-4(c))

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

On January 5, 2017, Surge Components, Inc. (the “**Company**”) held its annual meeting of stockholders (the “**Meeting**”). At the Meeting, the Company’s stockholders (i) re-elected Ira Levy and Steven J. Lubman as Class A directors of the Company, (ii) approved the compensation of the Company’s named executive officers, (iii) ratified the appointment of Seligson & Giannattasio, LLP as the Company’s independent registered public accounting firm for the fiscal year ending November 30, 2016 and (iv) ratified a rights plan designed to protect and preserve the substantial tax benefits of the Company’s net operating loss carryforwards (the “**NOL Rights Plan**”).

Set forth below are the final voting results for each of the proposals:

***Proposal No. 1 – Election of directors***

Ira Levy and Steven J. Lubman were elected to serve as Class A directors of the Company until the 2019 annual meeting of stockholders or until their successors are elected and qualified or until their earlier resignation or removal. The voting results were as follows:

| Director         | Votes For | Votes<br>Withheld |
|------------------|-----------|-------------------|
| Ira Levy         | 6,113,895 | 108,111           |
| Steven J. Lubman | 6,115,626 | 106,380           |

***Proposal No. 2 – Advisory vote regarding the approval of compensation paid to named executive officers***

The compensation of the Company’s named executive officers was approved, on an advisory basis. The voting results were as follows:

| Votes For | Votes<br>Against | Abstentions |
|-----------|------------------|-------------|
| 3,367,439 | 2,834,410        | 20,157      |

***Proposal No. 3 – Ratification of appointment of independent registered public accounting firm***

The appointment of Seligson & Giannattasio, LLP as the Company's independent registered public accounting firm for the fiscal year ending November 30, 2016 was ratified. The voting results were as follows:

| Votes For | Votes<br>Against | Abstentions |
|-----------|------------------|-------------|
| 5,668,805 | 101,893          | 451,308     |

***Proposal No. 4 – Ratification of the NOL Rights Plan***

The ratification of the NOL Rights Plan was approved. The voting results were as follows:

| Votes For | Votes<br>Against | Abstentions |
|-----------|------------------|-------------|
| 5,621,126 | 117,840          | 483,040     |

**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.

**SURGE COMPONENTS, INC.**

Date: January 6, 2017 By: /s/ Ira Levy

Name: Ira Levy

Title: Chief Executive Officer