

ADCARE HEALTH SYSTEMS, INC
Form 8-K
September 25, 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): September 20, 2017

AdCare Health Systems, Inc.
(Exact Name of Registrant as Specified in Charter)
Georgia 001-33135 31-1332119
(State or Other Jurisdiction of (Commission File Number) (I.R.S. Employer
Incorporation) Identification No.)
454 Satellite Boulevard, NW
Suite 100
Suwanee, Georgia 30024

(Address of Principal Executive Offices)

(678) 869-5116
(Registrant's telephone number, including area code)

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:

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
(§230.405 of this chapter) or
Rule 12b-2 of the Securities
Exchange Act of 1934
(§240.12b-2 of this chapter).
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 5.07. Submission of Matters to a Vote of Security Holders.

On September 20, 2017, AdCare Health Systems, Inc. (the “Company”) held a special meeting of shareholders in Duluth, Georgia (the “Meeting”). The matters listed below were submitted to a vote of the holders of the Company’s common stock at the Meeting. Each proposal is identified and described in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on August 2, 2017. The number of votes cast for and against each proposal voted on by the Company’s shareholders and the number of abstentions are set forth below.

Proposal 1. Approval of the Agreement and Plan of Merger, dated July 7, 2017 (as it may be amended from time to time), between the Company and Regional Health Properties, Inc., a wholly owned subsidiary of the Company newly formed for purposes of the merger (the “Merger Proposal”)

The shareholders approved the Merger Proposal. The voting results were as follows:

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 11,164,240 | 31,155 | 47,501 |

Proposal 2. Approval of the adjournment of the Meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the Meeting to approve the Merger Proposal (the “Adjournment Proposal”)

The shareholders approved the Adjournment Proposal. The voting results were as follows:

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 11,125,319 | 97,234 | 20,343 |

SIGNATURES

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

Date: September 25, 2017 ADCARE HEALTH
SYSTEMS, INC.

/s/ Allan J. Rimland
Allan J. Rimland
President, Chief
Executive Officer
and Chief Financial
Officer