

AMERICAN REALTY INVESTORS INC

Form 8-K

December 14, 2018

**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**

Date of Report (Date of earliest event reported): **December 12, 2018**

**AMERICAN REALTY INVESTORS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**001415663 75-2847135**  
(SEC File No.) (I.R.S. Employer  
or  
Identification No.)

jurisdiction  
of  
incorporation)

**1603 LBJ  
Freeway,  
Suite 800      75234**

**Dallas, Texas**  
(Address of  
principal  
executive      (Zip Code)  
offices)

Registrant's telephone number, including area code 469-522-4200

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))

## **Section 5 - Corporate Governance and Management**

### **Item 5.07 - Submission of Matters to the Vote of Security Holders**

On December 12, 2018, the Annual Meeting of Stockholders of American Realty Investors, Inc. ("ARL" or the "Issuer" or the "Registrant") was held, following a solicitation of proxies, pursuant to a Notice of Annual Meeting and related Proxy Statement, dated November 8, 2018, distributed in accordance with the requirements of Regulation 14A under the Securities Exchange Act of 1934, as amended. On the record date of November 7, 2018, a total of 15,514,360 shares

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of Common Stock were outstanding, with each share entitled to cast one vote.

At the Annual Meeting, which involved the election of directors, the following named persons received the number of votes cast for, against or withheld, as well as the number of abstention and broker non-votes:

Name	No. of Votes %		No. of Votes Withheld	No. of Votes Abstained	Broker Non-Votes
	For	For			
Henry A. Butler	14,590,348	94.04%	41,384	-	1,238,735
Robert A. Jakuszewski	14,565,908	93.89%	65,824	-	1,238,735
Ted R. Munselle	14,589,713	94.04%	42,019	-	1,238,735
Raymond D. Roberts, Sr.	14,526,766	93.63%	104,966	-	1,238,735

All of the nominees named above, each of which is currently a director of the Registrant, were elected at such Annual Meeting.

The only other matter presented at the Annual Meeting was the ratification of the appointment of Farmer, Fuqua & Huff, P.C. as the independent registered public accounting firm for the Registrant for the fiscal year ending December 31, 2018, and any interim period. A total of 15,684,131 votes were cast FOR, 165,801 votes were cast AGAINST, and 20,535 votes ABSTAINED from voting with respect to such proposal. There were no broker non-votes.

The Annual Meeting of the Board of Directors was held on the following day, December 13, 2018. At such meeting, Henry A. Butler was reelected Chairman of the Board.

**SIGNATURES**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

Dated: December 14, 2018

AMERICAN REALTY INVESTORS, INC.

By: /s/ Gene S. Bertcher  
Gene S. Bertcher  
Executive Vice President and  
Chief Financial Officer