

HOVNANIAN ENTERPRISES INC

Form 8-K

March 16, 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): **March 14, 2017**

HOVNANIAN ENTERPRISES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-8551

22-1851059

(State or Other Jurisdiction of Incorporation) (Commission File Number)

(I.R.S. Employer

Identification No.)

110 West Front Street

P.O. Box 500

Red Bank, New Jersey 07701

(Address of Principal Executive Offices) (Zip Code)

(732) 747-7800

(Registrant's telephone number, including area code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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 240.13e-4(c))

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

On March 14, 2017, Hovnanian Enterprises, Inc. (the “Company”) held its 2017 Annual Meeting of Stockholders (the “2017 Annual Meeting”) at 10:30 a.m., Eastern time, at Belmond Charleston Place, 205 Meeting Street, Charleston, South Carolina, 29401. The matters voted upon at the 2017 Annual Meeting and the final results of the votes were as follows:

(1) *Election of all directors of the Company to hold office until the next annual meeting of stockholders and until their respective successors have been duly elected and qualified.* Abstentions and broker non-votes had no effect on the outcome because such shares were not considered votes cast. The elected directors were:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------|-------------|---------------|-------------|------------------|
| A. Hovnanian | 195,510,874 | 2,066,615 | 130,395 | 59,909,379 |
| R. Coutts | 186,957,140 | 10,328,961 | 421,783 | 59,909,379 |
| E. Kangas | 186,834,332 | 10,451,506 | 422,046 | 59,909,379 |
| J. Marengi | 186,856,061 | 10,410,502 | 441,321 | 59,909,379 |
| V. Pagano | 195,249,403 | 2,013,428 | 445,053 | 59,909,379 |
| J. Sorsby | 194,095,235 | 3,162,561 | 450,088 | 59,909,379 |
| S. Weinroth | 185,105,542 | 12,160,194 | 442,148 | 59,909,379 |

(2) *Ratification of the selection of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending October 31, 2017.* Abstentions had no effect on the outcome because such shares were not considered votes cast. There were no broker non-votes.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 255,153,438 | 2,236,635 | 227,190 | – |

(3) *Non-binding advisory vote on approval of compensation of the Company’s named executive officers as disclosed in the proxy statement.* Abstentions and broker non-votes had no effect on the outcome because such shares were not considered votes cast.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 177,389,626 | 19,717,803 | 600,455 | 59,909,379 |

(4) *Non-binding advisory vote on whether a shareholder advisory vote to approve the compensation of the Company's named executive officers should occur every one, two or three years.* Abstentions and broker non-votes had no effect on the outcome because such shares were not considered votes cast.

| Votes For One Year | Votes For Two Years | Votes For Three Years | Abstentions | Broker Non-Votes |
|--------------------|---------------------|-----------------------|-------------|------------------|
| 195,929,975 | 571,623 | 680,822 | 525,464 | – |

As disclosed above, a majority of the votes cast by the holders of Class A Common Stock and Class B Common Stock voting together voted, in a non-binding advisory vote, in favor of having a shareholder vote to approve the compensation of Company's named executive officers every year. In light of such vote, and consistent with the Company's recommendation, the Company's Board of Directors determined that it currently intends to include an advisory vote to approve the compensation of the Company's named executive officers every year until the next required vote on the frequency of shareholder votes on the compensation of the Company's named executive officers.

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.

HOVNANIAN ENTERPRISES, INC.

(Registrant)

By: /s/ Michael Discafani
Name: Michael Discafani

Title: Vice President, Corporate Counsel and Secretary

Date: March 16, 2017