

INTERNATIONAL TOWER HILL MINES LTD

Form 8-K

June 05, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **May 30, 2018**

INTERNATIONAL TOWER HILL MINES LTD.

(Exact Name of Registrant as Specified in Charter)

British Columbia, Canada 001-33638 N/A
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

1177 West Hastings Street, Suite 2300 V6E 2K3
Vancouver, British Columbia, Canada
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(604) 683-6332**

(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))

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 May 30, 2018, International Tower Hill Mines Ltd. (the “Company”) held its 2018 Annual General Meeting of Shareholders. The matters submitted for a vote and the related results are set forth below. A more detailed description of each proposal is set forth in the Company’s proxy statement filed with the Securities and Exchange Commission on April 25, 2018.

Proposal One — Fixing Number of Directors.

The number of directors was fixed at nine. The voting results were as follows:

Votes Cast For Votes Cast Against Shares Represented But Not Voted

127,321,388 219,551 25,976,591

Proposal Two — Election of Directors.

The shareholders elected all nine nominees named in the proxy statement. The voting results were as follows:

Nominee	Votes Cast For	Votes Withheld	Broker Non-Votes
Damola Adamolekun	127,034,897	506,042	25,976,591
Anton J. Drescher	126,948,082	592,857	25,976,591
John J. Ellis	127,123,484	417,455	25,976,591
Karl L. Hanneman	127,222,134	318,805	25,976,591
Stuart A. Harshaw	127,068,934	472,005	25,976,591
Thomas E. Irwin	127,151,334	389,605	25,976,591
Marcelo Kim	127,166,214	374,725	25,976,591
Stephen A. Lang	127,166,284	374,655	25,976,591
Thomas S. Weng	127,173,784	367,155	25,976,591

As all directors received greater than 50% of the votes cast, no director is required to submit his resignation pursuant to the Company’s “Majority Voting in Director Elections” Policy.

Proposal Three — Ratification of the Appointment and Compensation of the Company’s Auditors.

The shareholders ratified the appointment of Davidson & Company LLP as auditors/independent registered public accountants for the Company for the fiscal year ending December 31, 2018. In accordance with the Articles of the Company, the directors were also authorized to fix the auditors’ remuneration. The voting results were as follows:

Votes Cast For Votes Withheld

152,845,761 671,769

Proposal Four — Advisory Vote on the Compensation of the Company’s Named Executive Officers (“Say on Pay”).

The shareholders approved the compensation of the Company’s named executive officers. The voting results were as follows:

Votes Cast For Votes Cast Against Abstentions Broker Non-Votes

126,774,653 686,013 80,273 25,976,591

Proposal Five — Re-Approval of the Company’s 2006 Incentive Stock Option Plan.

The shareholders re-approved the Company’s 2006 incentive stock option plan. The voting results were as follows:

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
99,393,364	28,092,232	55,343	25,976,591

SIGNATURE

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.

International Tower Hill Mines Ltd.
(Registrant)

Dated: June 4, 2018 By: */s/ Karl Hanneman*
Name: Karl Hanneman
Title: President and Chief Executive Officer