

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) February 6, 2019

Microwave Filter Company, Inc.
(Exact Name of Registrant as Specified in Charter)

New York	0-10976	16-0928443
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6743 Kinne Street, East Syracuse, New York	13057
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(Address of Principal Executive Offices)	(Zip Code)

(315) 438-4700

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 (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

Microwave Filter Company, Inc. held its Annual Meeting of Shareholders on February 6, 2019. As of December 6, 2018, the record date for the meeting, there were 2,579,680 shares of common stock entitled to vote at the meeting. There were 2,373,363 shares of common stock present in person or by proxy, which represented 92% of the shares entitled to vote, and which constituted a quorum for the transaction of business. The following proposals were submitted to a vote of shareholders :

(1) Proposal No. 1 - Election of Directors

An election of directors was held and the shares present were voted as follows:

<u>DIRECTORS</u>	<u>FOR</u>	<u>AGAINST</u>	<u>BROKER NON VOTES</u>
Robert R. Andrews	617,248	76,854	1,679,261
Sidney K. Chong	613,907	80,195	1,679,261
Paul W. Mears	614,073	80,029	1,679,261

(2) Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accountants

The shareholders voted to ratify the appointment of Dannible & McKee, LLP as the Company's independent registered public accountants for the fiscal year ending September 30, 2019, as set forth below:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
2,317,699	55,264	400

(3) Proposal No 3 - To hold an advisory vote on executive compensation

The shareholders voted to approve executive compensation, as set forth below:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
606,103	87,328	671	1,679,261

(4) Proposal No 4 - To hold an advisory vote on the frequency of the of the advisory vote on executive compensation

The shareholders voted for 3 years, as set forth below:

<u>3 YEARS</u>	<u>2 YEARS</u>	<u>1 YEARS</u>	<u>ABSTAIN</u>	<u>BROKER NON VOTES</u>
496,777	1,206	181,233	14,886	1,679,261

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.

Microwave Filter Company, Inc.

(Registrant)

Dated: February 6, 2019

By: /s/ Paul W. Mears

Paul W. Mears
Chief Executive Officer