

Midwest Energy Emissions Corp.
Form 8-K
November 21, 2014

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) **November 18, 2014**

MIDWEST ENERGY EMISSIONS CORP.
(Exact name of registrant as specified in its charter)

Commission file number **000-33067**

Delaware
(State or other jurisdiction of incorporation)

87-0398271
(I.R.S. Employer Identification No.)

500 West Wilson Bridge Road, Suite 140

Worthington, Ohio
(Address of principal executive offices)

43085
(Zip Code)

Registrant's telephone number, including area code: **(614) 505-6115**

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))

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

The Company held its 2014 Annual Meeting of Shareholders on November 18, 2014 (the “2014 Annual Meeting”). The following matters were voted on by shareholders at the 2014 Annual Meeting:

1. The five nominees for election to the Board of Directors were elected, each for a one-year term, by the following votes:

| Nominee | For | Withheld | Abstain | Broker Non-Votes |
|-----------------------|------------|-----------------|----------------|-------------------------|
| Johnny F. Norris, Jr | 25,845,511 | 29,432 | - | 3,358,715 |
| Richard A MacPherson | 25,861,521 | 13,422 | - | 3,358,715 |
| Jay Rifkin | 24,434,839 | 1,440,104 | - | 3,358,715 |
| R. Alan Kelley | 25,861,511 | 13,432 | - | 3,358,715 |
| Christopher Greenberg | 25,863,921 | 11,022 | - | 3,358,715 |

2. The proposal to ratify the appointment of Schneider Downs & Co., Inc. as the Company’s independent registered public accounting firm for the year ended December 31, 2014 was approved by the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 29,147,088 | 86,379 | 191 | - |

3. The proposal of an Amendment to the Certificate of Incorporation to increase our Authorized Shares of Common Stock was approved by the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 27,469,782 | 1,294,051 | 469,825 | - |

4. The proposal of the 2014 Equity Incentive Plan, as Amended was approved by the following votes:

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| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 25,474,265 | 394,556 | 6,122 | 3,358,715 |

5. The compensation paid to the Company's Executive Officers was approved by the following advisory non-binding votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 25,761,156 | 107,660 | 6,127 | 3,358,715 |

6. The frequency of the advisory vote on compensation paid to the Company's Executive Officers was determined by the following advisory non-binding votes:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|---------------|----------------|----------------|----------------|-------------------------|
| 25,571,883 | 276,300 | 26,160 | 600 | - |

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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.

Midwest Energy Emissions Corp.

Date: November 21, 2014

By: */s/ Richard H. Gross*
Richard H. Gross
Chief Financial Officer