

GOLD RESOURCE CORP

Form DEF 14A

April 30, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(A) OF THE
SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Gold Resource Corporation

(NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

(NAME OF PERSON(S) FILING PROXY STATEMENT, IF OTHER THAN THE REGISTRANT)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0 11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

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Notice of 2018
Annual
Meeting
of Shareholders
April 30, 2018

Dear
Shareholders,

You are invited
to attend Gold
Resource
Corporation's
2018 Annual
Meeting of
Shareholders. At
the meeting,
shareholders will
vote:

To elect four
(4) directors to
serve until the
next annual
meeting of
shareholders;

To hold an
advisory vote to
approve
executive
compensation;
and

To ratify
EKS&H LLLP
as the
independent
auditor selected
for the fiscal year
ending
December 31,
2018.

Shareholders
also will transact
such other

Meeting Information

DATE: June 22, 2018
TIME: 8:00 a.m. Mountain Time
LOCATION: Embassy Suites Hotel
10250 E. Costilla Avenue
Centennial, CO 80112

How You Can Vote

You are entitled to notice of and to vote at the meeting, or at any adjournments or postponements thereof, if you were a holder of record as of the close of business on April 17, 2018. We utilize the "Notice and Access" model permitted by the U.S. Securities and Exchange Commission for distributing our annual meeting materials electronically to certain of our shareholders. Some shareholders may also automatically receive our annual meeting materials in paper form. You may elect to receive your materials in either format. Please see "How We Use the E-Proxy Process (Notice & Access)" on page 24 for more information.

To make sure that your shares are represented at the meeting, please cast your vote by one of the following methods:

Online Log on to www.proxyvote.com and enter the control number provided on your notice card or proxy card
Telephone Dial 1-800-690-6903 using a touch-tone telephone and following the menu instructions
Mail Complete and sign a paper proxy card or instruction form and mail it in the postage-paid envelope
Attend the meeting (see page 27 for more information)

In Person

business as may properly come before the meeting. These items of business are more fully described in the proxy statement accompanying this notice. Please read it carefully.

YOUR VOTE IS IMPORTANT.

You are urged to submit your proxy so that your shares can be voted at the meeting in accordance with your instructions. If you plan to attend and vote at the meeting, please see “Attending the Meeting” on page 27 for information on how to attend and cast your vote at the meeting.

Cordially,

Jessica M.
Browne,
Secretary

How You Can Access Proxy Materials Online

Important Notice Regarding the Availability of Proxy Materials for the 2018 Annual Meeting:

The Proxy Statement and Annual Report to Shareholders for the year ended December 31, 2017 of Gold Resource Corporation are available on the internet at <http://www.proxyvote.com>

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Proxy Summary

This summary highlights information contained elsewhere in the proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before casting your vote.

Meeting Agenda

Governance Highlights Since 2017

Corporate Governance Review

Election of 4 Directors (page 2)

After the 2017 Annual Meeting, the Board of Directors undertook an extensive review of various parts of the governance structure for the Company. This review led the Board to implement changes in many areas including executive compensation, enhanced risk management and formalization of other processes and policies.

Your Board recommends a vote for each nominee.

Each nominee is a continuing member of the Board of Directors.

Advisory proposal on executive compensation (page 10)

Changes in Compensation Program

Your Board recommends a vote for the advisory proposal to approve the Company's executive compensation program (known as a "say-on-pay" proposal).

In response to the shareholder feedback from the 2017 Annual Meeting, the Company changed its frequency for holding the shareholder advisory proposal to approve executive compensation to annually.

The Company revised its employment arrangements with its executive officers and implemented a short-term incentive compensation plan that ties a portion of bonus pay to performance metrics.

Ratify Independent Auditors (page 21)

Adoption of New Policies

Your Board recommends a vote to ratify EKS&H LLLP as the independent auditors appointed for 2018.

The Company formalized several new corporate policies, including an executive compensation clawback policy, a board diversity policy and policies related to environmental matters, safety and health and local communities.

2017 Summary Executive Compensation

& President

Name and Principal Position	Salary	Bonus	Stock Awards	Option Awards	All Other Compensation	Total
	\$ 600,000	\$ 150,000	\$ 74,966	\$ 99,440	\$ 5,766	\$ 930,172

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Jason Reid
CEO & President

John Labate

Chief Financial Officer

330,000

82,500

41,230

54,240

7,266

515,236

Richard Irvine

Chief Operating Officer

300,000

75,000

37,483

49,720

19,079