

NICHOLAS FINANCIAL INC  
Form 8-K  
August 28, 2015

**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) August 28, 2015**

**NICHOLAS FINANCIAL, INC.**  
**(Exact name of registrant as specified in its Charter)**

**British Columbia, Canada**  
**(State or Other Jurisdiction of**  
**Incorporation or Organization)**

**0-26680**  
**(Commission**  
**File Number)**

**8736-3354**  
**(I.R.S. Employer**  
**Identification No.)**

**2454 McMullen Booth Road, Building C**

**Clearwater, Florida**  
**(Address of Principal Executive Offices)**

**(727) 726-0763**

**33759**  
**(Zip Code)**

**(Registrant's telephone number, Including area code)**

**Not applicable**

**(Former name, former address and former fiscal year, 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 Security Holders**

**August 28, 2015** - Clearwater, Florida. - Nicholas Financial, Inc. (Nasdaq, NICK), held the Company's Annual General Meeting of Shareholders on August 13, 2015. The following tables detail the voting results:

*Election of Directors*

|                | <b>Shares<br/>Voted For</b> | <b>Shares<br/>Abstaining</b> | <b>Shares Withholding<br/>Authority</b> | <b>Broker Non-Votes</b> |
|----------------|-----------------------------|------------------------------|-----------------------------------------|-------------------------|
| Scott Fink     | 2,942,979                   |                              | 81,119                                  | 2,640,726               |
| Robin Hastings | 2,956,299                   |                              | 67,799                                  | 2,640,726               |

The directors whose terms of office as directors continued after the meeting were Ralph Finkenbrink, Kevin Bates, and Stephen Bragin.

*Appointment of Dixon Hughes Goodman, LLP as Independent Auditors*

| <b>Shares<br/>Voted For</b> | <b>Shares<br/>Abstaining</b> | <b>Shares Withholding<br/>Authority</b> | <b>Broker Non-Votes</b> |
|-----------------------------|------------------------------|-----------------------------------------|-------------------------|
| 5,650,823                   |                              | 14,001                                  |                         |

*Vote on Approval of 2015 Omnibus Incentive Plan*

| <b>Shares<br/>Voted For</b> | <b>Shares<br/>Abstaining</b> | <b>Shares Voted Against</b> | <b>Broker Non-Votes</b> |
|-----------------------------|------------------------------|-----------------------------|-------------------------|
| 2,779,185                   | 160,614                      | 84,299                      | 2,640,726               |

*Vote on Executive Compensation ( Say on Pay )*

| <b>Shares<br/>Voted For</b> | <b>Shares<br/>Abstaining</b> | <b>Shares Voted Against</b> | <b>Broker Non-Votes</b> |
|-----------------------------|------------------------------|-----------------------------|-------------------------|
| 2,948,076                   | 30,318                       | 45,704                      | 2,640,726               |

**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.

**NICHOLAS FINANCIAL, INC.**  
(Registrant)

Date: August 28, 2015

/s/ Ralph T. Finkenbrink  
Ralph T. Finkenbrink  
Chairman, President, Chief Executive Officer  
(Principal Executive Officer)

Date: August 28, 2015

/s/ Katie MacGillivray  
Katie MacGillivray  
Vice President, Chief Financial Officer  
(Principal Financial Officer and Accounting Officer)