

IMMUCELL CORP /DE/  
Form 8-K/A  
June 16, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K/A**

**AMENDMENT TO  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report: June 16, 2016**  
(Date of earliest event reported)

**ImmuCell Corporation**  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>DE</b><br>(State or other jurisdiction<br>of incorporation) | <b>001-12934</b><br>(Commission File Number) | <b>01-0382980</b><br>(IRS Employer<br>Identification Number) |
|--|--|--|

**56 Evergreen Drive**  
**04103**  
**Portland, Maine**  
(Address of principal executive offices) (Zip Code)

**207-878-2770**  
(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 obligations of the registrant under any of the following provisions:

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))

**Amendment No. 1**

This Form 8-K/A is filed as an amendment (Amendment No. 1) to the Current Report on Form 8-K filed by ImmuCell Corporation on June 15, 2016. Amendment No. 1 is being filed to include an exhibit under Item 9.01 that was inadvertently omitted from the Current Report.

## Section 5 – Corporate Governance and Management

### Item 5.03. Amendment to Articles to Incorporation or Bylaws; Change in Fiscal Year

### Item 5.07. Submission of Matters to a Vote of Security Holders

The 2016 Annual Meeting of Stockholders of ImmuCell Corporation (the Company) was held at the Company's office at 56 Evergreen Drive, Portland, Maine 04103 on Wednesday, June 15, 2016, at 8:00 a.m. Eastern Time, for the following purposes:

1. To elect to one-year terms as Directors of the Company the nominees listed in the Company's Proxy Statement dated April 28, 2016.
2. To approve a nonbinding advisory resolution on the Company's executive compensation program.
3. To approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 8,000,000 to 10,000,000.

At the Annual Meeting, there were present in person or by proxy 3,344,963 shares of the Company's common stock, representing 80% of the total outstanding eligible votes. The final voting results for each proposal are as follows:

1. To elect to one-year terms as Directors of the Company the nominees listed in the Company's Proxy Statement dated April 28, 2016:

|                        | For       | Withheld | Broker<br>Non-Vote |
|------------------------|-----------|----------|--------------------|
| Michael F. Brigham     | 2,012,567 | 63,808   | 1,268,588          |
| Joseph H. Crabb        | 2,013,567 | 62,808   | 1,268,588          |
| David S. Cunningham    | 1,809,709 | 266,666  | 1,268,588          |
| Linda Rhodes           | 2,012,862 | 63,513   | 1,268,588          |
| Jonathan E. Rothschild | 2,012,919 | 63,456   | 1,268,588          |
| David S. Tomsche       | 2,011,360 | 65,015   | 1,268,588          |
| Paul R. Wainman        | 2,012,628 | 63,747   | 1,268,588          |

On the basis of this vote, each of the seven nominees were elected to one-year terms as Directors of the Company.

2. To approve a nonbinding advisory resolution on the Company's executive compensation program:

| For       | Against | Abstain | Broker<br>non-votes |
|-----------|---------|---------|---------------------|
| 2,007,575 | 57,945  | 10,855  | 1,268,588           |

Approximately, 97% of the shares voting on this item voted in favor. On the basis of this vote, the nonbinding advisory resolution on the Company's executive compensation plan was approved.

3. To approve an amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 8,000,000 to 10,000,000.

| For       | Against | Abstain | Broker<br>non-votes |
|-----------|---------|---------|---------------------|
| 2,720,099 | 578,871 | 45,993  | 0                   |

Approximately, 65% of the shares outstanding voted in favor of this item. On the basis of this vote, the amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 8,000,000 to 10,000,000 was approved.

#### **Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

3.1 Certificate of Amendment of Certificate of Incorporation of ImmuCell Corporation filed with the Secretary of State of Delaware on June 16, 2016

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**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.

Dated: June 16, 2016 **IMMUCELL CORPORATION**

By: /s/ Michael F. Brigham  
*President, Chief Executive Officer and  
Principal Financial Officer*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| 3.1                | Certificate of Amendment of Certificate of Incorporation of ImmuCell Corporation, filed with the Secretary of State of Delaware on June 16, 2016 |

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