

GENCO SHIPPING & TRADING LTD

Form 8-K

May 15, 2018

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): May 15, 2018

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GENCO SHIPPING & TRADING LIMITED

(Exact Name of Registrant as Specified in Charter)

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Republic of the Marshall Islands

001-33393

98-043-9758

(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

299 Park Avenue

12<sup>th</sup> Floor

10171

New York, NY

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (646) 443-8550

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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:

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.

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

On May 15, 2018, at the 2018 Annual Meeting of Shareholders (the “Annual Meeting”) of Genco Shipping & Trading Limited (“Genco” or the “Company”), shareholders of record as of March 19, 2018, the Record Date for the Annual Meeting, were entitled to vote 34,532,004 shares of the Company’s common stock (the “Common Stock”), each having one vote per share. A total of 32,027,317 shares of Common Stock (92.74% of all such shares entitled to vote at the Annual Meeting) were represented at the Annual Meeting in person or by proxy.

At the Annual Meeting, the shareholders of the Company (i) elected nine director nominees to hold office until the earlier of the 2019 Annual Meeting of Shareholders of the Company or until their successors are elected and qualified or until their earlier resignation or removal, (ii) approved a non-binding, advisory resolution regarding compensation of the Company’s named executive officers, and (iii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent certified public accountants for the fiscal year ending December 31, 2018. Set forth below are the final voting results for each of the proposals submitted to a vote of the shareholders.

Election of Directors

The shareholders of the Company elected each of the director nominees proposed by the Board of Directors. The voting results were as follows:

Name of Nominee	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Arthur L. Regan	29,796,163	131,769	0	2,099,385
James G. Dolphin	29,825,994	101,938	0	2,099,385
Kathleen C. Haines	29,699,355	228,577	0	2,099,385
Daniel Y. Han	29,910,159	17,773	0	2,099,385
Kevin Mahony	29,795,956	131,976	0	2,099,385
Christoph Majeske	29,661,550	266,382	0	2,099,385
Basil G. Mavroleon	29,675,747	252,185	0	2,099,385
Jason Scheir	29,911,544	16,388	0	2,099,385
Bao D. Truong	29,796,315	131,617	0	2,099,385

Advisory Vote on Executive Compensation

The shareholders of the Company approved an advisory resolution on compensation of the Company’s named executive officers by a non-binding vote. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
28,438,010	1,486,128	3,794	2,099,385

Ratification of Appointment of Independent Certified Public Accountants

The shareholders of the Company ratified the appointment of Deloitte & Touche LLP as the Company’s independent certified public accountants for the fiscal year ended December 31, 2018. The voting results were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
32,008,198	10,025	9,094	0

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.

GENCO SHIPPING &  
TRADING LIMITED

DATE: May 15, 2018

By /s/ Apostolos Zafolias  
Apostolos Zafolias  
Chief Financial Officer

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