

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.07 Submission of Matters to A Vote of Security Holders

The Company held its Annual Meeting of Stockholders on August 15, 2016 (“2016 Annual Meeting”). There were three proposals presented by the management of the Company, and all three were approved. The vote was as follows:

Proposal No. 1. Election of Directors

The election of the following individuals to serve as directors until the next annual meeting or until their successors are duly elected and qualified.

| | For | Withheld | Non Votes |
|-------------------|-----------|----------|--------------|
| Rodney I. Smith | 1,748,896 | 118,360 | 1,575,640 |
| Ashley B. Smith | 1,748,896 | 118,360 | 1,575,640 |
| Wesley A. Taylor | 1,745,996 | 121,260 | 1,575,640 |
| G.E. "Nick" Borst | 1,777,296 | 89,960 | 1,575,640 |
| Richard Gerhardt | 1,779,696 | 87,560 | 1,575,640 |

Proposal No. 2. Proposal to Ratify and Approve the Selection of BDO USA, LLP as the Independent Auditors for the Company for the Year Ending December 31, 2016

| For | Against | Abstain | Non Votes |
|-----------|---------|---------|-----------|
| 3,327,747 | 101,037 | 14,112 | — |

Proposal No. 3. Proposal to Approve an Advisory Vote on Executive Compensation for Named Executives

| For | Against | Abstain | Non Votes |
|---------|---------|---------|-----------|
| 948,000 | 228,562 | 690,694 | 1,575,640 |

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.

Date: August 16, 2016

SMITH-MIDLAND CORPORATION

By: /s/ William A. Kenter
William A. Kenter
Chief Financial Officer