

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): September 16, 2019

TOROTEL, INC.

(Exact name of registrant as specified in its charter)

Missouri
(State or other jurisdiction of
incorporation)

001-08125
(Commission
File Number)

44-0610086
(I.R.S. Employer
Identification No.)

520 N. Rogers Road
Olathe, KS 66062
(Address of principal executive office)(Zip Code)

(913) 747-6111
(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 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| None | N/A | N/A |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2).

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.

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

On September 16, 2019, Torotel, Inc. (the “Company”) held its 2019 annual meeting of shareholders at its principal executive offices at 520 N. Rogers Road, Olathe, Kansas 66062. Set forth below are the voting results for each of the matters submitted to a vote of the shareholders.

Proposal 1

The Company’s shareholders elected the following directors to serve for three-year terms. The voting results are set forth below.

| | <u>For</u> | <u>Authority Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------|------------|---------------------------|-------------------------|
| Anthony H. Lewis | 4,309,402 | 6,941 | 976,146 |
| Stephen K. Swinson | 3,713,052 | 603,291 | 976,146 |

Proposal 2

The Company’s shareholders ratified the appointment of RubinBrown LLP as the Company’s independent accountants for the fiscal year ending April 30, 2020. The voting results are set forth below.

| <u>For</u> | <u>Against</u> | <u>Abstained</u> |
|------------|----------------|------------------|
| 5,288,631 | 3,475 | 383 |

Proposal 3

The Company’s shareholders approved the proposal relating to the non-binding advisory vote on compensation of our Named Executive Officers. The voting results are set forth below.

| <u>For</u> | <u>Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|------------|----------------|------------------|-------------------------|
| 4,141,913 | 172,500 | 1,930 | 976,146 |

Proposal 4

The Company’s shareholders voted to hold future non-binding advisory votes on the compensation of our Named Executive Officers every two years. The voting results are set forth below.

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|------------------|-------------------------|
| 16,035 | 3,599,170 | 700,533 | 605 | 976,146 |

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.

TOROTEL, INC.

Dated: September 19, 2019

By: /s/ Heath C. Hancock
Heath C. Hancock
Vice President of Finance and
Chief Financial Officer