

LIME ENERGY CO.  
Form 8-K  
June 22, 2016

**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): **June 16, 2016**

**LIME ENERGY CO.**

(Exact name of registrant as specified in charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**001-16265**  
(Commission File Number)

**36-4197337**  
(IRS Employer Identification No.)

**4 Gateway Center, 4th Floor, 100 Mulberry Street, Newark, NJ 07102**

(Address of principal executive offices)

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(201) 416-2575

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - 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 annual meeting of stockholders of Lime Energy Co. (the Company) was held on June 16, 2016 (the Annual Meeting). At the Annual Meeting, the holders of the Company's Common Stock and Series C Preferred Stock (i) elected seven directors to serve a term expiring at the annual meeting of stockholders in 2017; (ii) approved, on an advisory basis, the Company's executive compensation; (iii) ratified the appointment of CohnReznick, LLP as the Company's independent registered public accounting firm for the fiscal year 2016; and (iv) approved the 2016 Employee Stock Purchase Plan. The results of the voting were as follows:

1. To elect seven directors named in the Company's proxy statement for a one-year term ending at our 2017 annual meeting of stockholders or until their respective successors are duly elected and qualified:

Five directors were elected by the holders of our Common Stock and the holders of our Series C Preferred Stock, voting together as a single class:

|                      | <b>For</b> | <b>Withheld</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|----------------------|------------|-----------------|----------------|-------------------------|
| Gregory T. Barnum    | 6,327,631  | 5,117           | 184            | 1,650,408               |
| Christopher W. Capps | 6,327,993  | 5,755           | 184            | 1,650,408               |
| Richard P. Kiphart   | 6,327,493  | 5,255           | 184            | 1,650,408               |
| Tommy Mike Pappas    | 6,327,631  | 5,117           | 184            | 1,650,408               |
| C. Adam Procell      | 6,327,443  | 5,163           | 326            | 1,650,408               |

Two directors were elected by the holders of the Company's Series C Preferred Stock:

|                    |           |   |   |   |
|--------------------|-----------|---|---|---|
| Andreas Hildebrand | 4,166,666 | 0 | 0 | 0 |
| Peter S. Macdonald | 4,166,666 | 0 | 0 | 0 |

2. To approve, on an advisory basis, the Company's executive compensation:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 6,322,519  | 9,525          | 888            | 1,650,408               |

3. To ratify the appointment of CohnReznick, LLP as our independent registered public accounting firm for

2016:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 7,917,810  | 36,228         | 29,302         |

4. To approve the Lime Energy Co. 2016 Employee Stock Purchase Plan:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> |
|------------|----------------|----------------|-----------------------------|
| 6,323,982  | 8,570          | 380            | 1,650,408                   |

**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.

LIME ENERGY CO.

Date: June 22, 2016

By:

*/s/* Bruce D. Torkelson  
Bruce D. Torkelson  
Chief Financial Officer & Treasurer