

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): June 28, 2019

# Remark Holdings

*Remark Holdings, Inc.*

Delaware (State or other jurisdiction of incorporation)	001-33720 (Commission File Number)	33-1135689 (IRS Employer Identification No.)
3960 Howard Hughes Parkway, Suite 900 Las Vegas, NV (Address of principal executive offices)	89169 (Zip Code)	702-701-9514 (Registrant's telephone number, including area code)

(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:

- 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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	MARK	The NASDAQ Stock Market LLC

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.

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

On June 28, 2019, we held our 2019 annual meeting of stockholders (the “2019 Annual Meeting”). At the 2019 Annual Meeting, we submitted the following matters to a vote of our stockholders:

- the election of five directors to serve until our 2020 annual meeting of stockholders and until their successors are duly elected and qualified;
- a proposal to ratify the appointment of Cherry Bekaert LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019;
- a non-binding, advisory resolution to approve the compensation of our named executive officers (the “Say-on-Pay Resolution”); and
- a non-binding, advisory resolution regarding the frequency of voting on non-binding, advisory resolutions to approve the compensation of our named executive officers (the “Say-on-Pay Frequency Resolution”)

As of May 10, 2019, the record date of the 2019 Annual Meeting, 43,005,159 shares of our common stock were outstanding and eligible to vote.

Our stockholders, by the requisite vote, approved the election of each director nominee, the ratification of the appointment of Cherry Bekaert LLP, the Say-on-Pay Resolution and an advisory resolution to hold non-binding, advisory votes on the compensation of our named executive officers every three years. The tables below present the number of votes for, against or withheld, as well as the number of abstentions and broker non-votes, as to each such matter, including a separate tabulation with respect to each such nominee for director, as applicable.

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
<i>Director nominees</i>			
Theodore P. Botts	14,089,450	1,554,274	15,946,822
Brett Ratner	13,525,174	2,118,550	15,946,822
Daniel Stein	14,010,273	1,633,451	15,946,822
Kai-Shing Tao	14,086,911	1,556,813	15,946,822
Elizabeth Xu	14,049,557	1,594,167	15,946,822

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Ratification of the appointment of Cherry Bekaert LLP	29,883,372	1,619,379	87,795	N/A
Approval of Say-on-Pay Resolution	11,981,605	3,648,117	14,002	15,946,822

	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Results of Say-on-Pay Frequency Resolution	3,914,169	27,255	11,699,565	2,735	15,946,822

**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.

**Remark Holdings, Inc.**

**Date:** July 3, 2019

**By:** */s/ Alison Davidson*

---

**Name:** Alison Davidson

**Title:** *Interim Chief Financial Officer*