

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): May 24, 2018

DIVERSIFIED RESTAURANT HOLDINGS, INC.

(Name of registrant in its charter)

Nevada

000-53577

03-0606420

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

27680 Franklin Road
Southfield, MI 48034

(Address of principal executive offices)

Registrant's telephone number: (248) 223-9160

Check the appropriate box below if the Form 8-K 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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (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.

An annual meeting of our shareholders was held on May 24, 2018 (the "Meeting"). At the Meeting, our shareholders voted on each of the following matters:

- election of seven directors, each for a one-year term;
- ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for 2018; and
- an advisory vote to approve the compensation of our executives disclosed in our proxy statement for the annual meeting.

The final vote results for these three matters are set forth below.

Proposal No. 1 - Election of Directors

The votes cast on the election of directors were as follows:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
T. Michael Ansley	15,817,047	1,146,825	—	8,380,299
David G. Burke	15,459,405	1,504,467	—	8,380,299
Jay Alan Dusenberry	16,820,346	143,526	—	8,380,299
Philip Friedman	16,855,816	108,056	—	8,380,299
David Ligotti	15,816,489	1,147,383	—	8,380,299
Joseph M. Nowicki	16,852,658	111,214	—	8,380,299
Gregory J. Stevens	15,252,159	1,711,713	—	8,380,299

Proposal No. 2 - Appointment of Independent Auditor

The votes cast on the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for 2017 were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
24,815,224	466,924	62,023	—

Proposal No. 3 - Advisory Vote on Executive Compensation

The votes cast on the advisory vote to approve the compensation of our executives disclosed in our proxy statement for the annual meeting were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-votes</u>
16,478,118	400,764	84,990	8,380,299

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DIVERSIFIED RESTAURANT
HOLDINGS, INC.**

Dated: May 29, 2018

By: /s/ Phyllis A. Knight

Name: Phyllis A. Knight

Title: Chief Financial Officer (Principal Financial and
Accounting Officer)