

**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): (August 25, 2025)

BOSTON OMAHA CORPORATION

(Exact name of registrant as specified in its Charter)

Delaware

(State or other jurisdiction of Incorporation)

001-38113

(Commission File Number)

27-0788438

(IRS Employer Identification Number)

1601 Dodge Street, Suite 3300

Omaha, Nebraska 68102

(Address and telephone number of principal executive offices, including zip code)

(857) 256-0079

(Registrant's telephone number, including area code)

Not Applicable

(Former name or address, if changed since last report)

Securities registered under Section 12(b) of the Exchange Act:

| Title of Class | Trading Symbol | Name of Exchange on Which Registered |
|--|----------------|--------------------------------------|
| Class A common stock, \$0.001 par value per share | BOC | The New York Stock Exchange |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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

Boston Omaha Corporation ("BOC") held its Annual Meeting of Stockholders on August 25, 2025 and the stockholders voted as set forth below on the following proposals. Each of these proposals is described in detail in BOC's Proxy Statement as filed with the Commission on (the "Proxy Statement") on June 30, 2025.

Proposal No. 1 Election of Directors

The following nominees were elected as directors, each to serve a term of one year or until their successors are duly elected and qualified, by the vote set forth below:

| Nominee | Votes Cast For | Votes Withheld | Broker Non-Votes |
|--------------------|----------------|----------------|------------------|
| Tom Burt | 23,791,605 | 2,672,019 | 3,874,222 |
| David S. Graff | 26,279,810 | 183,814 | 3,874,222 |
| Brendan J. Keating | 24,613,977 | 1,849,647 | 3,874,222 |
| Frank H. Kenan II | 22,487,619 | 3,976,005 | 3,874,222 |
| Jeffrey C. Royal | 25,686,220 | 777,404 | 3,874,222 |
| Vishnu Srinivasan | 21,616,687 | 4,846,937 | 3,874,222 |

Proposal No. 2 Ratification of Independent Registered Public Accounting Firm

The appointment of Deloitte & Touche LLP as BOC's independent registered public accounting firm for the fiscal year ending December 31, 2025 was ratified by the vote set forth below:

| Votes Cast For | Votes Cast Against | Number of Abstentions |
|----------------|--------------------|-----------------------|
| 30,184,857 | 67,927 | 85,062 |

Proposal No. 3 Advisory Vote regarding Named Executive Officer Compensation

The compensation of BOC's named executive officers as disclosed in the Proxy Statement was approved in an advisory vote, as set forth below:

| Votes Cast For | Votes Cast Against | Number of Abstentions | Broker Non-Votes |
|----------------|--------------------|-----------------------|------------------|
| 26,100,637 | 322,256 | 40,731 | 3,874,222 |

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The Exhibit Index set forth below is incorporated herein by reference.

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Exhibit Title</u> |
|-----------------------|--|
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

BOSTON OMAHA CORPORATION
(Registrant)

By: /s/ Joshua P. Weisenburger
Joshua P. Weisenburger,
Chief Financial Officer

Date: August 26, 2025

