INTERNATIONAL TOWER HILL MINES LTD
Form 8-K
June 03, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 28, 2015**

INTERNATIONAL TOWER HILL MINES LTD.

(Exact Name of Registrant as Specified in Charter)

British Columbia, Canada	**001-33638**	**N/A**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1177 West Hastings Street, Suite 2300, Vancouver, British Columbia, Canada	**V6E 2K3**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(604) 683-3332**

(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):

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))

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

On May 28, 2015, International Tower Hill Mines Ltd. (the "Company") held its 2015 Annual General Meeting of Shareholders. The matters submitted for a vote and the related results are set forth below. A more detailed description of each proposal is set forth in the Company's proxy statement filed with the Securities and Exchange Commission on April 20, 2015.

Proposal One — Fixing Number of Directors.

The number of directors was fixed at five. The voting results were as follows:

Votes Cast For	Votes Cast Against	Shares Represented But Not Voted
72,556,421	1,388,309	0

Proposal Two — Election of Directors.

The shareholders elected all five nominees named in the proxy statement. The voting results were as follows:

Nominee	Votes Cast For	Votes Withheld	Broker Non-Votes
Stephen A. Lang	52,726,135	171,774	21,303,824
Anton J. Drescher	39,143,204	13,754,705	21,303,824
John J. Ellis	42,692,810	10,205,099	21,303,824
Mark R. Hamilton	52,727,885	170,024	21,303,824
Thomas S. Weng	52,716,335	181,574	21,303,824

As all directors received greater than 50% of the votes cast, no director is required to submit his resignation pursuant to the Company's "Majority Voting in Director Elections" Policy.

Proposal Three — Ratification of the Appointment and Compensation of the Company's Auditors.

The shareholders ratified the appointment of PricewaterhouseCoopers LLP, Chartered Accountants, as auditors/independent registered public accountants for the Company for the fiscal year ending December 31, 2015. In accordance with the Articles of the Company, the directors were also authorized to fix the auditors' remuneration. The voting results were as follows:

Votes Cast For	**Votes Withheld**
73,535,648	409,805

Proposal Four — Advisory Vote on the Compensation of the Company's Named Executive Officers ("Say on Pay").

The shareholders approved the compensation of the Company's named executive officers. The voting results were as follows:

Votes Cast For	**Votes Cast Against**	**Abstentions**	**Broker Non-Votes**
51,844,514	982,775	70,620	21,303,824

Proposal Five — Re-approval of the Company's 2006 Incentive Stock Option Plan.

The shareholders re-approved the Company's 2006 incentive stock option plan. The voting results were as follows:

Votes Cast For	**Votes Cast Against**	**Abstentions**	**Broker Non-Votes**
41,472,266	11,387,183	38,460	21,303,824

Proposal Six — Approval of the Continuation of the Company's Shareholder Rights Plan.

The shareholders approved the continuation of the Company's shareholder rights plan. The voting results were as follows:

Votes Cast For	**Votes Cast Against**	**Abstentions**	**Broker Non-Votes**
42,298,114	10,583,305	16,490	21,303,824

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.

International Tower Hill Mines Ltd.
(Registrant)

Dated: June 3, 2015 By: */s/ Thomas Irwin*
Name: Thomas Irwin
Title: President and Chief Executive Officer