

Hennessy Capital Acquisition Corp II
Form 8-K
December 20, 2016

**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): **December 20, 2016**

HENNESSY CAPITAL ACQUISITION CORP. II

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

001-37509

(Commission
File Number)

47-3913221

(IRS Employer
Identification
No.)

700 Louisiana Street, Suite 900 Houston, Texas 77002
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (713) 300-8242

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:

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))

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

On December 20, 2016, Hennessy Capital Acquisition Corp. II (the “**Company**”) held its 2016 annual meeting of stockholders (the “**Meeting**”). At the Meeting, stockholders (i) re-elected three directors to serve as Class I directors on the Company’s board of directors (“**Board**”) until the 2018 annual meeting of stockholders or until their successors are elected and qualified and (ii) ratified the selection by the Board of Withum Smith+Brown, PC (“**Withum**”) to serve as the Company’s independent registered public accounting firm for the year ending December 31, 2016.

Set forth below are the final voting results for each of the proposals:

Proposal No. 1 – Election of directors

Peter Shea, Richard Burns and Thomas J. Sullivan were re-elected to serve as Class I directors. The voting results were as follows:

| Name | For | Withheld | Broker Non-Votes |
|--------------------|------------|-----------|---------------------|
| Peter Shea | 13,658,199 | 2,973,533 | 2,483,709 |
| Richard Burns | 13,658,199 | 2,973,533 | 2,483,709 |
| Thomas J. Sullivan | 13,658,199 | 2,973,533 | 2,483,709 |

Proposal No. 2 – Ratification of independent registered public accounting firm

The stockholders ratified the selection of Withum to serve as the Company’s independent registered public accounting firm for the year ending December 31, 2016. The voting results were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 19,115,442 | 0 | 0 |

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.

Dated: December 20, 2016 **HENNESSY CAPITAL
ACQUISITION CORP. II**

By: /s/ Daniel J. Hennessy
Name: Daniel J. Hennessy
Title: Chief Executive Officer