

INTERNATIONAL TOWER HILL MINES LTD
Form 8-K
June 02, 2014

**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 29, 2014**

INTERNATIONAL TOWER HILL MINES LTD.

(Exact Name of Registrant as Specified in Charter)

British Columbia, Canada
(State or Other Jurisdiction
of Incorporation)

001-33638
(Commission
File Number)

N/A
(IRS Employer
Identification No.)

1177 West Hastings Street, Suite 2300, Vancouver,
British Columbia, Canada
(Address of Principal Executive Offices)

V6E 2K3
(Zip Code)

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

(Former Name or Former Address, if Changed Since Last Report.)

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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):

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

On May 29, 2014, International Tower Hill Mines Ltd. (the Company) held its 2014 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 17, 2014.

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 |
|----------------|--------------------|----------------------------------|
| 62,047,972 | 234,624 | 544,843 |

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 |
|-------------------|----------------|----------------|------------------|
| Anton J. Drescher | 28,792,731 | 12,281,883 | 21,778,825 |
| Stephen A. Lang | 40,698,061 | 376,553 | 21,778,825 |
| John J. Ellis | 40,904,306 | 170,308 | 21,778,825 |
| Mark R. Hamilton | 40,742,181 | 332,433 | 21,778,825 |
| Thomas S. Weng | 40,741,636 | 332,978 | 21,778,825 |

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, 2014. 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 |
|----------------|----------------|
|----------------|----------------|

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62,362,362

485,077

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 |
|-----------------------|---------------------------|--------------------|-------------------------|
| 40,317,860 | 523,162 | 233,583 | 21,778,824 |

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 2, 2014

By: */s/ Tom S. Q. Yip*
Name: Tom S. Q. Yip
Title: Chief Financial Officer