

NORD RESOURCES CORP
Form 8-K
June 21, 2010

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

June 17, 2010

Date of Report (Date of earliest event reported)

NORD RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

1-08733

85-0212139

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

1 West Wetmore Road, Suite 203
Tucson, Arizona

85705

(Address of principal executive offices)

(Zip Code)

520-292-0266

Registrant's telephone number, including area code

Not applicable.

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

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 (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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SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

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

An Annual General Meeting of Shareholders ("AGM") of Nord Resources Corporation (the "Company") was held on June 17, 2010 to approve the agenda items described below.

Proxies for the AGM were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Company's solicitation.

A total of 91,903,918 registered shares (82.81% of 110,970,915 registered shares outstanding and entitled to vote as of April 30, 2010, the record date for the AGM) were present in person or by proxy, constituted a quorum for the transaction of business, and were voted at the AGM. The agenda items submitted at the AGM were passed as described below. Percentages indicated below reflect the percentage of the total number of registered shares voted at the AGM.

Agenda Item 1.

To elect four (4) directors:

| Nominee | | For | | Withheld |
|---------------------|------------|-------|-----------|----------|
| Ronald A. Hirsch | 71,262,300 | 77.5% | 2,055,874 | 2.2% |
| Stephen D. Seymour | 71,263,584 | 77.5% | 2,054,590 | 2.2% |
| Douglas P. Hamilton | 72,088,638 | 78.4% | 1,229,536 | 1.3% |
| John F. Cook | 70,733,383 | 77.0% | 2,584,791 | 2.8% |

Votes that were withheld and broker non-votes were counted for the purposes of determining the presence or absence of a quorum but had no other effect on the election of directors. Further, brokers may no longer cast discretionary "uninstructed" votes in any election of directors.

Agenda Item 2.

To ratify the selection of Mayer Hoffman McCann P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

| For | | Against | | Abstain | |
|------------|-------|-----------|------|---------|------|
| 90,808,439 | 98.8% | 1,052,417 | 1.2% | 43,412 | 0.1% |

Abstentions and broker non-votes were counted for purposes of determining the presence or absence of a quorum. Abstentions were deemed to be "votes cast", and had the same effect as a vote against this agenda item. Broker non-votes are not deemed to be votes cast and, therefore, had no effect on the vote with respect to this agenda item.

Agenda Item 3.

To approve an amendment to section 3.1(a) of the Company's Amended and Restated 2006 Stock Incentive Plan to increase the number of shares of common stock issued or reserved for issuance pursuant to awards granted under the Plan from 6,000,000 shares to 11,000,000 shares. The votes cast for or against this agenda item, and the number of abstentions, were as follows:

| For | | Against | | Abstain | |
|------------|-------|-----------|-------|---------|------|
| 63,414,970 | 69.0% | 9,852,921 | 10.7% | 50,633 | 0.1% |

Abstentions and broker non-votes were counted for purposes of determining the presence or absence of a quorum. Abstentions were deemed to be "votes cast", and had the same effect as a vote against this agenda item. Broker non-votes are not deemed to be votes cast and, therefore, had no effect on the vote with respect to this agenda item.

SECTION 8 - OTHER EVENTS

Item 8.01 Other Events

The Company's Board of Directors convened a meeting immediately following the AGM and reappointed the following executive officers:

Randy Davenport Chief Executive Officer
Wayne Morrison Vice President and Chief Financial Officer

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.

NORD RESOURCES CORPORATION

DATE: June 18, 2010

By:

/s/ Wayne M. Morrison
Wayne M. Morrison
Chief Financial Officer