

GENEREX BIOTECHNOLOGY CORP  
Form 8-K  
August 20, 2015

**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 19, 2015**

**GENEREX BIOTECHNOLOGY CORPORATION**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>000-29169</b>	<b>98-0178636</b>
<b>(State or other</b>	<b>(Commission File</b>	<b>(I.R.S Employer</b>
<b>jurisdiction of</b>	<b>Number)</b>	<b>Identification No.)</b>
<b>Incorporation)</b>		

<b>555 RICHMOND STREET WEST, SUITE 604 TORONTO, ONTARIO CANADA</b>	<b>M5V 3B1</b>
<b>(Address of principal executive offices)</b>	<b>(Zip Code)</b>

**Registrant's telephone number, including area code: (416) 364-2551**

**N/A**

**(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))

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

On August, 19 2015, Generex Biotechnology Corporation (the “Company”) held its Annual Meeting at 201 Bridgeland Avenue, Toronto, Ontario, M6A 1Y7. The following proposals were submitted to the stockholders at the Annual Meeting:

1. To elect four directors;
2. To conduct an advisory vote on executive compensation;
3. To ratify the appointment of MNO LLP as independent public accountants for the year ending July 31, 2015;
4. To approve an amendment to our Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 1,500,000,000 shares to 2,450,000,000 shares;

To approve an amendment to our Restated Certificate of Incorporation to effect, at any time prior to December 31, 2016, a reverse stock split of our common stock at an exchange ratio to be determined and to proportionately

5. reduce the number of shares of the common stock authorized for issuance (the implementation of the reverse stock split, ratio and timing of which will be subject to the discretion of the Board of Directors) (the “Reverse Stock Split Proposal”);

6. To approve the adjournment of the annual meeting, if necessary, to solicit additional proxies to vote in favor of the proposals set forth in *Items 4 and 5* (the “Adjournment Proposal”); and

7. To conduct any other business as may properly come before the annual meeting or any adjournment or postponement thereof.

Only stockholders of record as of the close of business on June 24, 2015 were entitled to vote at the Annual Meeting. As of June 24, 2015, 805,377,610 shares of common stock of the Company were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 575,857,455 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum.

The votes with respect to the proposals are set forth below.

**(1) Elect the Directors of the Company to serve until the 2016 Annual Meeting:**

The following nominees were elected as directors to serve until the 2016 Annual Meeting by the votes indicated below:

<b>Name of Director Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Brian T. McGee	132,456,672	30,458,011	412,942,772
Mark A. Fletcher	123,328,978	39,585,705	412,942,772
James H. Anderson, Jr.	135,260,835	27,653,848	412,942,772
Eric Von Hofe, Ph.D.	140,547,357	22,367,326	412,942,772

**(2) Advisory Vote on Executive Compensation**

The Proposal to endorse the Company's executive compensation was approved by the votes indicated below. While less than a majority of the total quorum voted in favor, broker non-votes are not included as present and entitled to vote on on this proposal, and a majority of the votes actually cast on this proposal wer voted in favor.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>	<b>BROKER NON-VOTES</b>
116,016,630	38,902,715	7,995,338	412,942,772

**(3) Ratification of the appointment of MSCM LLP as the Company's independent registered public accounting firm for the fiscal year ending July 31, 2015:**

The proposal to ratify the appointment of MSCM LLP as the Company's independent registered public accountant for fiscal year ending July 31, 2015 was approved by the votes indicated below. There were no broker non-votes on this proposal.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
511,988,666	50,527,642	13,341,147

**(4) Proposal to amend Certificate of Incorporation to increase the authorized number of shares of Common Stock:**

The proposal to increase the authorized number of shares of Common Stock was approved as 51.80% of the outstanding common stock voted in favor of the proposal to increase the authorized shares and a vote of at least 50% of the outstanding common stock in favor of the proposal was required to approve it. There were no broker non-votes on this proposal.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
417,819,820	152,986,992	5,680,643

**(5) Reverse Stock Split Proposal:**

The Reverse Stock Split Proposal was approved as 54.74% of the outstanding common stock voted in favor of the Reverse Stock Split Proposal and a vote of at least 50% of the outstanding common stock in favor of the proposal was required to approve it. There were no broker non-votes on this proposal.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
440,926,478	131,898,250	3,032,727

**(6) Proposal to approve an adjournment if necessary:**

The Adjournment Proposal was approved by the following vote.

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
436,568,015	132,496,000	6,793,439

**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 thereunto duly authorized.

**GENEREX BIOTECHNOLOGY**

**CORPORATION.**

Date: August 20, 2015 /s/ Mark A. Fletcher  
Mark A. Fletcher  
President and Chief Executive Officer