

MAUI LAND & PINEAPPLE CO INC

Form 8-K

May 18, 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**

Date of Report (Date of earliest event reported) **May 13, 2010**

## **Maui Land & Pineapple Company, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Hawaii**  
(State or other jurisdiction  
of incorporation)

**0-6510**  
(Commission  
File Number)

**99-0107542**  
(IRS Employer  
Identification No)

**870 Haliimaile Road, Makawao, Hawaii 96768**

(Address of principal executive offices)

**(808) 877-3351**

(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 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 May 13, 2010, Maui Land & Pineapple Company, Inc. (the Company) held its 2010 annual meeting of shareholders, or the Annual Meeting. Proxies for the Annual Meeting were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934. The number of shares of the Company's common stock, or the Common Stock that were outstanding as of March 12, 2010, which was the record date for the Annual Meeting, was approximately 8,518,033. The final results of the voting at the Annual Meeting are as follows:

Proposal 1: To amend the Company's Restated Articles of Association to change the number of members of the Board of Directors to not less than five (5) nor more than nine (9), and to declassify the Board of Directors.

|                       |           |
|-----------------------|-----------|
| Shares voted for:     | 7,535,426 |
| Shares voted against: | 43,656    |
| Shares abstained:     | 17,685    |
| Broker Non-Votes:     | 0         |

Proposal 2: Election of Directors to serve for a one-year term or until their successors are elected and qualified if Proposal No. 1 is approved:

|                     | Shares Voted<br>For | Shares<br>Withheld | Broker<br>Non-Votes |
|---------------------|---------------------|--------------------|---------------------|
| Stephen M. Case     | 5,972,951           | 60,694             | 1,563,122           |
| Warren H. Haruki    | 5,971,766           | 61,879             | 1,563,122           |
| David A. Heenan     | 5,575,123           | 458,522            | 1,563,122           |
| Kent T. Lucien      | 5,971,401           | 62,244             | 1,563,122           |
| Duncan MacNaughton  | 5,972,571           | 66,154             | 1,563,122           |
| Arthur C. Tokin     | 5,972,571           | 61,074             | 1,563,122           |
| Fred E. Trotter III | 5,967,637           | 66,008             | 1,563,122           |

Proposal 3: Election of Directors to serve for a three-year term or until their successors are elected and qualified if Proposal No. 1 is not approved:

|                 | Shares Voted<br>For | Shares<br>Withheld | Broker<br>Non-Votes |
|-----------------|---------------------|--------------------|---------------------|
| David A. Heenan | 5,701,813           | 331,832            | 1,563,122           |
| Kent T. Lucien  | 5,970,251           | 63,394             | 1,563,122           |
| Arthur C. Tokin | 5,966,446           | 67,199             | 1,563,122           |

Proposal 4: To amend the Company's Restated Articles of Association to authorize an additional 20,000,000 shares of the Common Stock:

|                   |           |
|-------------------|-----------|
| Shares voted for: | 7,139,064 |
|-------------------|-----------|

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|                       |         |
|-----------------------|---------|
| Shares voted against: | 416,117 |
| Shares abstained:     | 41,586  |
| Broker Non-Votes:     | 0       |

Proposal 5: Ratification of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2010:

|                       |           |
|-----------------------|-----------|
| Shares voted for:     | 7,543,956 |
| Shares voted against: | 47,624    |
| Shares abstained:     | 5,187     |
| Broker Non-Vote:      | 0         |

**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.

MAUI LAND & PINEAPPLE COMPANY, INC.

Date: May 18, 2010

By:

/s/ TIM T. ESAKI  
Tim T. Esaki  
Chief Financial Officer