

ALPHA PRO TECH LTD
Form 8-K
June 11, 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): **June 7, 2010**

ALPHA PRO TECH, LTD.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

01-15725
(Commission File Number)

63-1009183
(I.R.S. Employer
Identification No.)

60 Centurian Drive, Suite 112
Markham, Ontario
(Address of Principal Executive Offices)

L3R 9R2
(Zip Code)

(905) 479-0654

(Registrant's telephone number, including area code)

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) *Shareholder Approval of an Amendment to the Alpha Pro Tech, Ltd. 2004 Stock Option Plan*

At the Annual Meeting of Shareholders of Alpha Pro Tech, Ltd. (the Company) held on June 7, 2010 (the Annual Meeting), the shareholders of the Company approved an amendment (the Amendment) to the Alpha Pro Tech, Ltd. 2004 Stock Option Plan (the Option Plan). The Amendment to the Option Plan increases the total number of shares of the Company's Common Stock available for issuance under the Option Plan by an additional 2,500,000 shares, such that the Option Plan will provide for a total of 5,000,000 shares available for issuance to eligible individuals, including key employees of the Company and its subsidiaries and affiliated companies and the members of the Board of Directors of the Company. Additionally, the Amendment adds provisions to the Option Plan to ensure that stock options granted under the Option Plan are not subject to Section 409A of the Internal Revenue Code of 1986, as amended; however, these changes are not material and do not affect benefits available under the Option Plan or the manner in which the Option Plan is administered.

A copy of the Option Plan, as amended by the Amendment, is attached as Exhibit A to the Company's 2010 Proxy Statement on Schedule 14A that was filed with the Securities and Exchange Commission on April 30, 2010. A copy of the Option Plan, as amended by the Amendment, is also included with this Current Report on Form 8-K as Exhibit 10.1.

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

Summarized below are descriptions of the matters voted on at the Annual Meeting and the final results of such voting:

Proposal 1 Election of Directors. The result of the vote taken at the Annual Meeting for the election of directors of the Company to serve during the ensuing year or until their successors are duly elected and qualified was as follows:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-----------|----------------|------------------|
| Sheldon Hoffman | 8,405,589 | 2,001,152 | 9,215,422 |
| Alexander W. Millar | 8,372,117 | 2,034,624 | 9,215,422 |
| Robert H. Isaly | 9,554,993 | 851,748 | 9,215,422 |
| John Ritota | 9,560,465 | 846,276 | 9,215,422 |
| Russell Manock | 9,565,190 | 841,551 | 9,215,422 |
| David B. Anderson | 8,423,987 | 1,982,754 | 9,215,422 |
| Danny Montgomery | 8,617,721 | 1,789,020 | 9,215,422 |

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Proposal 2 Approval of an Amendment to the 2004 Stock Option Plan. The result of the vote taken at the Annual Meeting relating to the approval of an amendment to the Alpha Pro Tech, Ltd. 2004 Stock Option Plan was as follows:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------------|----------------------|----------------|-------------------------|
| 8,681,672 | 1,659,142 | 65,927 | 9,215,422 |

Proposal 3 Ratification of the Appointment of Independent Registered Public Accountants. The result of the vote taken at the Annual Meeting to ratify the appointment of Mayer Hoffman McCann P.C. as the Company's independent registered public accountants for the fiscal year ending December 31, 2010 was as follows:

| Votes For | Votes Against | Abstain |
|------------|---------------|---------|
| 18,207,615 | 1,309,994 | 104,554 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Exhibit |
|----------------|--|
| 10.1 | Alpha Pro Tech, Ltd. 2004 Stock Option Plan, as amended by the Amendment |

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.

ALPHA PRO TECH, LTD.

Date: June 11, 2010

By:

/s/ Lloyd Hoffman
Lloyd Hoffman
Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit Number | Exhibit |
|-----------------------|--|
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