

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

May 3, 2019  
Date of Report (Date of earliest event reported)

PICO HOLDINGS, INC.



(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or other Jurisdiction of Incorporation or  
Organization)

33-36383  
(Commission File Number)

94-2723335  
(IRS Employer Identification No.)

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934

Title of each class  
Common Stock, par Value \$0.001

Trading Symbol(s)  
PICO

Name of each exchange on which registered  
Nasdaq Stock Market, LLC

3480 GS Richards Blvd, Suite 101, Carson City, NV 89703

(Address of principal executive offices) (Zip code)

Registrant's Telephone Number, Including Area Code: (775) 885 5000

Not Applicable  
(Former name, former address and former fiscal year, 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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 3, 2019, PICO Holdings, Inc. (the “*Company*”) held its 2019 Annual Meeting of Shareholders (the “*Annual Meeting*”). As of March 11, 2019, the record date for the Annual Meeting, 20,482,479 shares of common stock were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 17,554,531 shares of common stock were present in person or represented by proxy for the three proposals summarized below.

**Proposal 1: Election of Directors**

The Company’s shareholders elected the five persons listed below to serve for one year until the Company’s Annual Meeting of Shareholders in 2020. The final voting results are as follows:

Name of Directors Elected	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Gregory Bylinsky	13,980,674	175,024	30,215	3,368,618
Dorothy Timian-Palmer	13,820,251	356,828	8,834	3,368,618
Eric H. Speron	13,991,314	184,492	10,107	3,368,618
Maxim C.W. Webb	12,886,439	1,289,113	10,361	3,368,618
Nicole Weymouth	13,741,817	435,262	8,834	3,368,618

**Proposal 2: Advisory (non-binding) vote on the compensation of the Company’s named executive officers**

The Company’s shareholders approved on an advisory (non-binding) basis, the compensation of the Company’s named executive officers as described in the Company’s proxy statement. The final voting results are as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
13,921,594	222,917	41,402	3,368,618

**Proposal 3: Ratification of the appointment of Deloitte & Touche LLP**

The Company’s shareholders ratified the selection by the Audit Committee of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019. The final voting results are as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
17,346,354	196,909	11,268	

**Item 7.01 Regulation FD Disclosure**

The Company has posted to its website a transcript and a replay of the Annual Meeting. Such information can be found in the investors section of [www.picoholdings.com](http://www.picoholdings.com), under "Events & Presentations".

The information in this Item 7.01 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended or any filing under the Exchange Act.

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.

Date: May 7, 2019

PICO HOLDINGS, INC.

By: /s/ Dorothy Timian-Palmer

Dorothy Timian-Palmer  
President and CEO