

**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 6, 2024**

Anterix Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36827
(Commission File Number)

33-0745043
(IRS Employer
Identification No.)

**3 Garret Mountain Plaza
Suite 401
Woodland Park, NJ**
(Address of principal executive offices)

07424
(Zip Code)

(973) 771-0300
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))

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

Title of each class	Trading symbol	Name of Each Exchange on which registered
Common Stock, \$0.0001 par value	ATEX	The Nasdaq Stock Market LLC (NASDAQ Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 6, 2024 (the "*Effective Date*"), the stockholders of Anterix Inc. (the "*Company*") approved an amendment (the "*Plan Amendment*") to the Anterix Inc. 2023 Stock Plan (the "*2023 Plan*") at the Company's 2024 Annual Meeting of Stockholders (the "*Annual Meeting*"). The Plan Amendment, which had been previously adopted by the Company's Board of Directors on June 21, 2024 subject to approval of the stockholders, increases the number of shares of common stock (the "*Common Stock*") of the Company available for issuance under the 2023 Plan by 1,100,000 shares and effects a technical revision to clarify certain provisions regarding vesting restrictions.

The foregoing description of the terms and conditions of the Plan Amendment is qualified in its entirety by reference to the terms and conditions of the Plan Amendment, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

On August 6, 2024, the Company held its Annual Meeting virtually commencing at 9:30 a.m. Eastern Time. Of the 18,563,880 shares of the Company's Common Stock issued and outstanding and eligible to vote as the record date on June 11, 2024, a quorum of 14,658,004 shares of Common Stock, or approximately 78.95% of the eligible shares of Common Stock, were represented at the Annual Meeting either in person or by proxy.

A description of each matter voted upon at the Annual Meeting is set forth in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on July 3, 2024 (the "*Proxy Statement*"). The following actions were taken at the Annual Meeting:

(1) Election of Directors. The Company's stockholders elected Morgan E. O'Brien, Robert H. Schwartz, Jeffrey A. Altman, Leslie B. Daniels, Mark A. Fleischhauer, Thomas R. Kuhn, William E. Heard, Scott A. Lang and Mahvash Yazdi as directors, to hold office until the 2025 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. Each director nominee received more "FOR" votes than "AGAINST" votes, and more than a majority of the votes cast. The following table shows the number of votes cast "FOR" or "AGAINST" and the number of "ABSTENTIONS" and "BROKER NON-VOTES" for each nominee:

<u>Director</u>	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Morgan E. O'Brien	12,894,580	106,662	114	1,656,648
Robert H. Schwartz	12,946,515	52,394	2,447	1,656,648
Jeffrey A. Altman	12,461,828	537,384	2,144	1,656,648
Leslie B. Daniels	10,402,902	2,595,280	3,174	1,656,648
Mark A. Fleischhauer	12,931,376	65,301	4,679	1,656,648
Thomas R. Kuhn	12,948,266	52,279	811	1,656,648
William E. Heard	12,959,968	36,709	4,679	1,656,648
Scott A. Lang	12,958,895	39,114	3,347	1,656,648
Mahvash Yazdi	11,070,646	1,928,537	2,173	1,656,648

(2) Advisory Vote on the Compensation of the Named Executive Officers. The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement. The following table shows the tabulation of the votes cast "FOR" and "AGAINST" this proposal as well as the "ABSTENTIONS" and "BROKER NON-VOTES" submitted on this proposal:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
10,784,041	2,214,025	3,290	1,656,648

(3) Approval of the Amendment No. 1 to the Anterix Inc. 2023 Stock Plan. The Company's stockholders approved the Plan Amendment. The following table shows the tabulation of the votes cast "FOR" and "AGAINST" this proposal as well as the "ABSTENTIONS" and "BROKER NON-VOTES" submitted on this proposal:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
12,019,972	976,562	4,822	1,656,648

(4) Ratification of Auditors. The Company's stockholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2025. The following table shows the tabulation of the votes cast "FOR" and "AGAINST" this proposal as well as the "ABSTENTIONS" submitted on this proposal:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
14,639,314	3,540	15,150

No other items were presented for stockholder approval at the Annual Meeting.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the Anterix Inc. 2023 Stock Plan incorporated by reference from Appendix A to the Registrant's Definitive proxy statement filed on July 3, 2024 (File No. 001-36827).
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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.

Anterix Inc.

Date: August 8, 2024

/s/ Gena L. Ashe

Gena L. Ashe

Chief Legal Officer and Corporate Secretary