
**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 3, 2019

ODYSSEY MARINE EXPLORATION, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-31895
(Commission File Number)

84-1018684
(IRS Employer
Identification No.)

5215 West Laurel Street
Tampa, Florida 33607
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (813) 876-1776

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 (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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	OMEX	NASDAQ Capital Market

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

Odyssey Marine Exploration, Inc. (“Odyssey” or the “Company”) held an annual meeting of stockholders on June 3, 2019 (the “Annual Meeting”). At a meeting of the Company’s board of directors (the “Board”) held after the Annual Meeting, the Board (a) appointed John D. Longley as the Company’s President, in addition to his role as the Company’s Chief Operating Officer, and (b) elected Mark D. Gordon as Chairman of the Board, in addition to his role as the Company’s Chief Executive Officer. Mr. Gordon served as the Company’s President immediately prior to Mr. Longley’s appointment as President. Mr. Longley will serve as President and Mr. Gordon will serve as Chairman of the Board at the pleasure of the Board.

In consideration of Mr. Gordon’s additional duties, the Board, upon the recommendation of the Compensation Committee, approved an amendment to Mr. Gordon’s employment agreement to modify the term of his 41,667 performance-based restricted stock units (“RSUs”) by extending the expiration date of the RSUs by one year, to October 1, 2020. On June 6, 2019, the Company and Mr. Gordon executed an amendment to Mr. Gordon’s employment agreement to reflect the extended termination date of the RSUs.

The information required by Items 401(b), (d), (e) and Item 404(a) of Regulation S-K relating to Mr. Longley and Mr. Gordon is hereby incorporate by reference to the Company’s Proxy Statement for the Annual Meeting, as filed with the Securities and Exchange Commission on April 24, 2019.

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

General

Odyssey held the Annual Meeting for the purpose of considering and acting upon the following matters:

- to elect six directors of the Company to serve until the next Annual Meeting of Stockholders and until their successors have been duly elected and qualified (the “Election Proposal”);
- to ratify the appointment of Ferlita, Walsh, Gonzalez & Rodriguez, P.A. as our independent registered certified public accounting firm for the fiscal year ending December 31, 2019 (the “Ratification Proposal”);
- to obtain non-binding advisory approval of the compensation of our named executive officers (the “Compensation Proposal”); and
- to approve the 2019 Stock Incentive Plan (the “Plan Proposal”)
- to transact such other business as may properly come before the meeting and at any adjournments or postponements thereof.

No other business came before the meeting.

Voting Results*Election Proposal*

With respect to the Election Proposal, the six individuals named below were elected to serve as directors in accordance with the following vote:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
John C. Abbott	3,044,841	39,134
Laura L. Barton	3,001,666	82,309
Mark D. Gordon	3,015,976	67,999
Mark B. Justh	3,047,981	35,994
James S. Pignatelli	3,044,370	39,605
Jon D. Sawyer	3,017,116	66,859

Ratification Proposal

With respect to the Ratification Proposal, the results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
7,896,894	202,448	93,798

Compensation Proposal

With respect to the Compensation Proposal, the results of the vote were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
2,847,089	113,949	122,937

Plan Proposal

<u>For</u>	<u>Against</u>	<u>Abstain</u>
2,826,775	234,189	23,011

Broker Non-Votes

There were 5,109,165 broker non-votes with respect to the Election Proposal, the Amendment Proposal, Compensation Proposal and the Plan Proposal. Broker non-votes were not relevant to the Ratification Proposal.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ODYSSEY MARINE EXPLORATION, INC.

Dated: June 7, 2019

By: /s/ Jay A. Nudi

Jay A. Nudi
Chief Financial Officer