

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 20, 2024**

ALTO INGREDIENTS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

000-21467

(Commission File Number)

41-2170618

(IRS Employer
Identification No.)

**1300 South Second Street
Pekin, Illinois**

(Address of Principal Executive Offices)

61554

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(833) 710-2586**

(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, \$0.001 par value	ALTO	The Nasdaq Stock Market LLC (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 5.07 Submission of Matters to a Vote of Security Holders

The 2024 Annual Meeting of Stockholders ("Annual Meeting") of Alto Ingredients, Inc. (the "Company") was held on June 20, 2024. The following proposals were approved at the Annual Meeting by the votes indicated:

Proposal One: To elect six directors to serve on the Company's board of directors until the next annual meeting of stockholders and/or until their successors are duly elected and qualified. The nominees for election were Douglas L. Kieta, Bryon T. McGregor, Michael D. Kandris, Maria G. Gray, Gilbert E. Nathan and Dianne S. Nury.

The following nominees were elected by the votes indicated to serve as directors until the next annual meeting of stockholders and/or until their successors are duly elected and qualified:

Name	Total Votes for Director	Total Votes Withheld from Director	Total Broker Non-Votes
Douglas L. Kieta	30,326,042	4,971,124	15,200,628
Bryon T. McGregor	28,045,022	7,252,144	15,200,628
Michael D. Kandris	27,617,094	7,680,072	15,200,628
Maria G. Gray	32,376,386	2,920,780	15,200,628
Gilbert E. Nathan	32,743,556	2,553,610	15,200,628
Dianne S. Nury	32,253,420	3,043,746	15,200,628

Proposal Two: To approve the 2023 compensation of the Company's named executive officers, as disclosed in the proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission ("say-on-pay").

	<u>Total Votes</u>
For	26,055,415
Against	9,024,331
Abstain	217,420
Broker Non-Votes	15,200,628

Proposal Three: To approve an amendment to the Company's 2016 Stock Incentive Plan to increase the number of shares of common stock authorized for issuance under the plan from 11,400,000 shares to 15,200,000 shares.

	<u>Total Votes</u>
For	24,313,353
Against	10,889,086
Abstain	94,727
Broker Non-Votes	15,200,628

Proposal Four: To ratify the appointment of RSM US LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024.

	<u>Total Votes</u>
For	49,027,666
Against	1,253,050
Abstain	217,078
Broker Non-Votes	N/A

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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.

Date: June 20, 2024

ALTO INGREDIENTS, INC.

By: /s/ AUSTE M. GRAHAM
Auste M. Graham,
Chief Legal Officer & Secretary

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