
Section 1: 8-K (8-K)

**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): May 1, 2018

SOTHERLY HOTELS INC.

(Exact name of Registrant as Specified in Its Charter)

Maryland

001-32379

20-1531029

(State or Other Jurisdiction
of Incorporation)

(Commission File Number)

(IRS Employer
Identification No.)

**410 W. Francis Street
Williamsburg, Virginia**
(Address of Principal Executive Offices)

23185
(Zip Code)

Registrant's Telephone Number, Including Area Code: (757) 229-5648

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))

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).

Sotherly Hotels Inc.

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.

Sotherly Hotels Inc.

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

Sotherly Hotels Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders on May 1, 2018 (the “Annual Meeting”). The Company is providing the following information regarding the final results of the matters voted on by stockholders at the Annual Meeting:

- a) Election of seven (7) Directors to serve for the ensuing year and until their respective successors are elected:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David J. Beatty	6,698,387	409,795	5,902,410
David R. Folsom	6,699,412	408,770	5,902,410
G. Scott Gibson IV	6,968,813	139,369	5,902,410
Andrew M. Sims	6,967,570	140,612	5,902,410
Edward S. Stein	6,246,988	861,194	5,902,410
Herschel J. Walker	6,299,865	808,317	5,902,410
Gen. Anthony C. Zinni	6,028,970	1,079,212	5,902,410

- b) Ratification of the appointment of Dixon Hughes Goodman LLP, the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018: 12,930,161 shares in favor, 36,253 shares against and 44,178 shares abstaining. There were no broker non-votes for this proposal.
- c) An advisory vote on executive compensation: 6,437,406 shares in favor, 556,877 shares against and 113,899 shares abstaining. There were 5,902,410 broker non-votes for this proposal.

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: May 2, 2018

SOTHERLY HOTELS INC.

By: _____ /s/ Anthony E. Domalski

Anthony E. Domalski
Chief Financial Officer

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