

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 24, 2021

ARGAN, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-31756	13-1947195
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
One Church Street, Suite 201, Rockville, MD		20850
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (301) 315-0027

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).

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. ☐

Title of Each Class:	Trading Symbol(s):	Name of Each Exchange on Which Registered:
Common Stock, \$0.15 Par Value	AGX	New York Stock Exchange

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

On June 24, 2021, Argan, Inc. ("Argan" or the "Company") adopted Amendment No. 2021-1 to the Gemma Power Systems, LLC Deferred Compensation Plan, effective January 1, 2021, a copy of which is attached hereto as Exhibit 10.1.

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

At the 2021 Annual Meeting of the Stockholders of Argan held on June 24, 2021, the following three (3) matters were resolved by the stockholders of Argan.

(1) The election of the following nine (9) members to the Board of Directors of the Company (the "Board"), each to serve until the 2022 Annual Meeting of Stockholders and until his/her successor has been elected and qualified or until his/her earlier resignation, death or removal:

- Rainer H. Bosselmann
- Cynthia A. Flanders
- Peter W. Getsinger
- William F. Griffin, Jr.
- John R. Jeffrey, Jr.
- Mano S. Koilpillai
- William F. Leimkuhler
- W.G. Champion Mitchell
- James W. Quinn

(2) The nonbinding advisory approval of the Company's executive compensation (the "say-on-pay" vote).

(3) The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accountants for the year ending January 31, 2022.

A schedule presenting the number of votes cast by the Company's stockholders is attached to this report as Exhibit 99.1 and is incorporated herein by reference.

**Item 8.01. Other Events.**

On June 24, 2021, the Board declared a regular quarterly cash dividend in the amount of \$0.25 per share of common stock, payable July 30, 2021 to stockholders of record at the close of business on July 22, 2021.

A copy of Argan's press release announcing the regular cash dividend is attached to this report as Exhibit 99.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	<a href="#"><u>Amendment No. 2021-1 to the Gemma Power Systems, LLC Deferred Compensation Plan</u></a>
99.1	<a href="#"><u>Results of Voting at the 2021 Annual Meeting of the Stockholders of Argan, Inc.</u></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.

### ARGAN, INC.

Date: June 24, 2021

By: /s/ David H. Watson  
David H. Watson  
Senior Vice President, Chief Financial Officer,  
Treasurer and Secretary

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**AMENDMENT NO. 2021-1  
TO THE  
GEMMA POWER SYSTEMS, LLC  
DEFERRED COMPENSATION PLAN**

The Gemma Power Systems, LLC Deferred Compensation Plan (the "Plan"), is hereby amended effective January 1, 2021 pursuant to Section 8.1 of the Plan, as follows:

I.

Section 4.1 of the Plan is deleted in its entirety and replaced with the following new Section 4.1:

4.1 Timing of Vesting. Each Eligible Employee's Deferred Compensation Account for a Plan Year will vest as follows if such Eligible Employee has been continuously employed by the Employer on such date:

For all awards granted on or after January 1, 2021, 50% on the fourth anniversary of the Award Date that the amount is deemed to be credited to the Eligible Employee's Deferred Compensation Account; 25% on the fifth anniversary of the Award Date that the amount is deemed to be credited to the Eligible Employee's Deferred Compensation Account; and 25% on the sixth anniversary of the Award Date that the amount is deemed to be credited to the Eligible Employee's Deferred Compensation Account

For all awards granted prior to January 1, 2021, 50% on the fifth anniversary of the Award Date that the amount is deemed to be credited to the Eligible Employee's Deferred Compensation Account; 25% on the sixth anniversary of the Award Date that the amount is deemed to be credited to the Eligible Employee's Deferred Compensation Account; and 25% on the seventh anniversary of the Award Date that the amount is deemed to be credited to the Eligible Employee's Deferred Compensation Account

Notwithstanding the foregoing, upon an Eligible Employee's Disability or death, except by suicide, such Eligible Employee's Deferred Compensation Account(s) shall be fully vested.

Notwithstanding the foregoing, if an Eligible Employee is terminated from employment for Cause then any amounts not yet distributed to the Eligible Employee, whether or not vested, shall be forfeited.

For purposes of this Section, an Eligible Employee shall be considered to be continuously employed during any period of an Approved Leave of Absence.

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II.

If there shall be any inconsistency between the provisions of this Amendment No. 2021-1, Amendment No. 2020-1 and the provisions of this Plan, this Amendment No. 2021-1 shall control.

**IN WITNESS WHEREOF**, the Company has caused this Amendment No. 2021-1 to be executed by its duly authorized officer on this 24th day of June, 2021, effective as hereinabove set forth.

**GEMMA POWER SYSTEMS, LLC**

By: /s/ David H. Watson

David H. Watson  
Chief Financial Officer

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**ARGAN, INC.**  
**RESULTS OF VOTING**  
**2021 ANNUAL MEETING OF THE STOCKHOLDERS OF ARGAN, INC.**  
**June 24, 2021**

(1) The election of the following nine (9) directors to the Board of Directors of the Company, each to serve until the 2022 Annual Meeting of Stockholders and until his/her successor has been elected and qualified or until his/her earlier resignation, death or removal.

The results of the voting were as follows:

NAME OF DIRECTOR	FOR	WITHHELD	BROKER NON-VOTES
Rainer H. Bosselmann	12,848,017	268,095	1,368,203
Cynthia A. Flanders	12,757,282	358,830	1,368,203
Peter W. Getsinger	12,974,626	141,486	1,368,203
William F. Griffin, Jr.	12,909,105	207,007	1,368,203
John R. Jeffrey, Jr.	12,879,634	236,478	1,368,203
Mano S. Koilpillai	12,881,629	234,483	1,368,203
William F. Leimkuhler	12,755,644	360,468	1,368,203
W.G. Champion Mitchell	12,844,546	271,566	1,368,203
James W. Quinn	12,704,474	411,638	1,368,203

(2) The nonbinding advisory approval of the Company's executive compensation (the "say-on-pay" vote).

The result of the voting was as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
12,768,144	291,338	56,630	1,368,203

(3) The ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accountants for the year ending January 31, 2022.

The result of the voting was as follows:

FOR	AGAINST	ABSTAIN
14,439,014	18,338	26,963

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**ARGAN, INC. DECLARES REGULAR QUARTERLY DIVIDEND OF \$0.25 PER SHARE**

June 24, 2021– ROCKVILLE, MD – Argan, Inc. (NYSE: AGX) ("Argan") announced today that its Board of Directors declared a regular quarterly cash dividend in the amount of \$0.25 per share of common stock, payable July 30, 2021 to stockholders of record at the close of business on July 22, 2021.

**About Argan, Inc.**

Argan's primary business is providing a full range of services to the power industry, including the renewable energy sector. Argan's service offerings focus on the engineering, procurement and construction of natural gas-fired power plants and renewable energy facilities, along with related commissioning, operations management, maintenance, project development and consulting services, through its Gemma Power Systems and Atlantic Projects Company operations. Argan also owns The Roberts Company, which is a fully integrated fabrication, construction and industrial plant services company, and SMC Infrastructure Solutions, which provides telecommunications infrastructure services.

**Company Contact:**

Rainer Bosselmann

301.315.0027

**Investor Relations Contact:**

David Watson

301.315.0027

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