
**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 22, 2014

APPLIED NANOTECH HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Texas

(State or other jurisdiction
of incorporation or organization)

76-0273345

(I.R.S. Employer
Identification No.)

3006 Longhorn Boulevard, Suite 107, Austin, Texas 78758
(Address of principal executive offices) (Zip Code)

(512) 339-5020
(Registrant's telephone number, including area code)

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

On August 22, 2014, we held a special meeting of its stockholders (the “Special Meeting”). As of the record date, there were 157,553,526 shares of common stock entitled to one vote per share. Preliminary results of votes with respect to proposals submitted at the Special Meeting are as follows:

1. To approve the Agreement and Plan of Merger and Exchange, dated March 10, 2014, as amended (the “Merger & Exchange Agreement), and the business combination contemplated thereby.

The Merger & Exchange Agreement and the business combination contemplated thereby were approved, as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
98,392,906	2,906,851	2,620,604

2. To approve a proposal to amend our Amended and Restated Articles of Incorporation (the “Articles”) to increase our authorized shares of capital stock from 162 million to 502 million and our authorized shares of common stock from 160 million to 500 million.

Amendment of our Articles was approved, as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
95,109,345	8,278,272	532,744

3. To approve, on an advisory, non-binding basis, certain compensation arrangements with our current Chief Operating Officer that will become effective at the closing of the combination contemplated by Proposal 1.

The compensation arrangements were approved by the following non-binding advisory vote:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
89,453,210	8,984,355	5,482,796

4. To adjourn the Special Meeting to solicit additional proxies if at the time of the Special Meeting the proxies are not sufficient to approve Proposal 1.

This proposal was withdrawn, as it was not necessary due to the approval by the stockholders of Proposal 1.

Item 8.01. Other Events.

On August 22, 2014, we issued a press release announcing the vote results. A copy of press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Applied Nanotech Holdings, Inc. press release dated August 22, 2014.

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.

Applied Nanotech Holdings, Inc.

Date: August 22, 2014

By: /s/ *Jacque Soptick*

Jacque Soptick

Chief Accounting Officer



**Applied Nanotech Holdings, Inc.
shareholders vote approval to become PEN Inc.**

**Two leading companies combine to commercialize
advanced products enabled by nanotechnology**

Special shareholder meeting reports preliminary voting results

Austin, Texas – August 22, 2014 – Applied Nanotech Holdings, Inc. (OTCQB: APNT) (Applied Nanotech), a global leader in nanotechnology research and development, today announced that a majority of APNT shareholders have approved the proposed combination with NanoHolding Inc., the parent company of Nanofilm, Ltd. (Nanofilm), a private company with a leading market position for specialty optical coatings, cleaners and nano-composite products. The combination will create a new publicly traded company called PEN Inc.

The approval of the combination proposal was announced during the special shareholder meeting held today in Dallas based on preliminary vote results. The transaction is expected to close next week.

“Over 97% of the shares voted were in favor of the combination,” said Robert Rondstadt, Chairman of the APNT Board of Directors. “It’s gratifying to see that these shareholders overwhelmingly support the new direction the company is taking with the creation of PEN Inc.”

“Now we can set in motion our growth strategy of developing and commercializing advanced-performance products enabled by nanotechnology,” noted Scott Rickert, CEO of Nanofilm, who will become the CEO of PEN. “The teams in both companies are eager to roll up their sleeves and get to work.”

Other proposals presented were also approved, based on the preliminary voting results.

About APNT (OTCQB: APNT)

Applied Nanotech Holdings, Inc. (APNT) is an Austin, Texas-based global leader in nanotechnology research and development and has ongoing research programs and license agreements with product innovators around the world. For information about Applied Nanotech Holdings, Inc., please visit www.appliednanotech.net.

About Nanofilm, Ltd.

Nanofilm, Ltd. is a Valley View, Ohio private company that develops nano-layer coatings, nano-based cleaners, and nano-composite products. Nanofilm’s primary commercial products center around its unique eyecare glass cleaning and de-fogging products; other products include precision mold release treatments, stay-clean surface treatments for ceramic insulators, and scuff-resistant treatments for commercial dinnerware. For information about Nanofilm, please visit www.nanofilmltechnology.com.



Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties concerning our business, products, and financial results. Actual results may differ materially from the results predicted. More information about potential risk factors that could affect our business, products, and financial results are included in our annual report on Form 10-K for the fiscal year ended December 31, 2013, and in reports subsequently filed by us with the Securities and Exchange Commission (“SEC”). All documents are available through the SEC’s Electronic Data Gathering Analysis and Retrieval System (EDGAR) at www.sec.gov or from our website listed above. We hereby disclaim any obligation to publicly update the information provided above, including forward-looking statements, to reflect subsequent events or circumstances.

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