

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) **March 9, 2017 (March 8, 2017)**

**PANHANDLE OIL AND GAS INC.**

(Exact name of registrant as specified in its charter)

**OKLAHOMA**

(State or other jurisdiction  
of incorporation)

**001-31759**

(Commission File Number)

**73-1055775**

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

**5400 North Grand Blvd.,  
Suite 300**

**Oklahoma City, OK**

(Address of principal  
executive offices)

**73112**

(Zip code)

**(405) 948-1560**

(Registrant's telephone number including area code)

**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
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
  - Pre-commencement communications pursuant to Rule 14d-2 (b) under the Exchange Act
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act
-

**ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers**

On March 8, 2017, Robert A. Reece retired from Panhandle Oil and Gas Inc.'s board of directors after serving on the board since 1986.

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

Panhandle Oil and Gas Inc. (the "Company") held its annual meeting (the "The Annual Meeting") of shareholders on March 8, 2017, at The Oklahoma History Center in Oklahoma City, Oklahoma. A quorum consisting of approximately 80% of the Company's Class A Common Stock issued and outstanding was represented either in person or by proxy. At the Annual Meeting the Company's shareholders voted on the following proposals: (1) election of Darryl G. Smette, Paul F. Blanchard Jr. and Mark T. Behrman as directors to serve three year terms; (2) ratification of selection of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for fiscal year ended September 30, 2017; and (3) advisory vote on executive compensation. Voting results of the proposals are as follows:

**Proposal #1 - Election of three directors for a term of three years:**

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Darryl G. Smette	10,366,790	N/A	456,190	N/A	2,638,695
Paul F. Blanchard Jr.	10,737,761	N/A	85,219	N/A	2,638,695
Mark T. Behrman	10,513,792	N/A	309,188	N/A	2,638,695

**Proposal #2 - Ratification of selection of Independent Registered Public Accounting Firm:**

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Totals	13,401,565	23,323	N/A	36,787	0

**Proposal #3 - Advisory vote on executive compensation:**

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Totals	10,135,358	490,733	N/A	196,889	2,638,695

**SIGNATURE**

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.

**PANHANDLE OIL AND GAS INC.**

By: /s/ Paul F. Blanchard Jr.

Paul F. Blanchard Jr.,  
President and CEO

DATE: March 9, 2017