

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 6, 2015 (March 4, 2015)**

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 4, 2015, Duke R. Ligon retired from Panhandle Oil and Gas Inc.'s board of directors after serving on the board since 2007.

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 4, 2015, at the Tower Hotel of Oklahoma City, Oklahoma. A quorum consisting of approximately 78% 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 Lee M. Canaan and H. Grant Swartzwelder as directors to serve three year terms; (2) election of Darryl G. Smette as director to serve a two year term; (3) ratification of selection of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for fiscal year ended September 30, 2015; and (4) advisory vote on executive compensation. Voting results of the proposals are as follows:

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

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Lee M. Canaan	8,728,911	N/A	124,481	N/A	4,170,009
H. Grant Swartzwelder	8,253,641	N/A	599,751	N/A	4,170,009

Proposal #2 - Election of one director for a term of two year:

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Darryl G. Smette	8,565,928	N/A	287,464	N/A	4,170,009

Proposal #3 - 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	12,495,942	383,734	N/A	143,725	0

Proposal #4 - Advisory vote on executive compensation:

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Totals	8,605,704	121,536	N/A	126,152	4,170,009

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/ Michael C. Coffman

Michael C. Coffman,
President and CEO

DATE: March 6, 2015