

**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 20, 2024

THE INTERGROUP CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-10324 | 13-3293645 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 1516 S. Bundy Drive, Suite 200, Los Angeles, CA | | 90025 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: (310) 889-2500

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 (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------|-------------------|---|
| Common Stock | INTG | NASDAQ CAPITAL MARKET |

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

The Fiscal 2023 Annual Meeting of the Shareholders of The InterGroup Corporation (the “Company”) was held on May 20, 2024 at the Hilton San Francisco Financial District, 750 Kearny Street, San Francisco, California.

The final tabulation of the votes follows:

Proposal (1) – Election of one Class C Director to serve until the fiscal 2026 Annual Meeting:

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|----------------|------------|-----------------|-------------------------|
| John C. Love | 1,596,939 | 11,955 | 137,537 |

Proposal (2) – Ratification of the Appointment of WithumSmith+Brown PC as the Company’s Independent Registered Public Accounting Firm for the fiscal year ending June 30, 2024:

| <u>Votes For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------|----------------|-------------------------|
| 1,733,970 | 8,085 | 4,376 | - |

Proposal (3) – To approve, in a non-binding vote, the compensation of our named executive officers:

| <u>Votes For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------------|----------------|----------------|-------------------------|
| 1,597,015 | 6,755 | 5,124 | 137,537 |

Proposal (4) – To determine, in a non-binding vote, whether a shareholder vote to approve the compensation of our named executive officers should occur every one, two or three years:

| <u>1 Year</u> | <u>2 Years</u> | <u>3 Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|----------------|-------------------------|
| 81,193 | 168 | 1,522,274 | 5,259 | 137,537 |

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.

THE INTERGROUP CORPORATION

Dated: May 24, 2024

By: /s/ Jolie Kahn
Corporate Secretary
