

LEAR CORP  
Form 8-K  
May 18, 2018

**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 17, 2018**

**LEAR CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation)**

**1-11311**  
**(Commission File Number)**

**13-3386776**  
**(IRS Employer Identification**  
**Number)**

**21557 Telegraph Road, Southfield, MI**

**48033**

**(Address of principal executive offices)**

**(Zip Code)**

**(248) 447-1500**

**(Registrant's telephone number, including area code)**

**N/A**

**(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)

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(e) of the Exchange Act

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**Section 5 Corporate Governance and Management**
**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 17, 2018, Lear Corporation ( Lear ) held its annual meeting of stockholders. Set forth below are the final voting results for each of the proposals submitted to a vote of the stockholders:

	Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
<b>Election of directors</b>				
Richard H. Bott	53,358,656	33,887	15,736	3,858,668
Thomas P. Capo	53,204,684	187,128	16,467	3,858,668
Jonathan F. Foster	51,964,020	1,427,507	16,752	3,858,668
Mary Lou Jepsen	53,346,412	47,195	14,672	3,858,668
Kathleen A. Ligocki	53,127,191	266,210	14,878	3,858,668
Conrad L. Mallett, Jr.	52,493,428	898,457	16,394	3,858,668
Raymond E. Scott	53,352,919	39,821	15,539	3,858,668
Gregory C. Smith	53,279,977	112,520	15,782	3,858,668
Henry D.G. Wallace	52,398,982	993,684	15,613	3,858,668
<b>Ratification of appointment of independent registered public accounting firm</b>				
	55,748,962	1,497,337	20,648	
<b>Advisory approval of Lear Corporation's executive compensation</b>				
	52,493,596	709,251	205,432	3,858,668

## 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 thereunto duly authorized.

### **Lear Corporation**

Date: May 18, 2018

By: /s/ Jeffrey H. Vanneste  
Name: Jeffrey H. Vanneste  
Title: Senior Vice President and  
  
Chief Financial Officer

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a meeting of Directors will be necessary if each of them waives the same in writing or by attendance as aforesaid. Any meeting, once properly called and noticed (or as to which call and notice have been waived as aforesaid) and at which a quorum is formed, may be adjourned to another time and place by a majority of those in attendance. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned. 4.07 Quorum. A majority of the number of Directors then serving shall constitute a quorum for the transaction of business at any meeting or adjourned meeting of the Board of Directors; provided, however, that in no event shall fewer than two Directors constitute a quorum unless only one Director is then serving. 4.08 Action by Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. 4.09 Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors, or of any committee, at which action is taken on any corporate matter will be presumed to have assented to the action taken unless his dissent is entered in the minutes of the meeting or unless he files his written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of such meeting. A right to dissent will not be available to a Director who voted in favor of the action. 4.10 Compensation. By resolution of the Board, the Directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors, or of any committee, and may be paid a fixed sum for attendance at each such meeting or a stated salary as a Director or committee member. If a Director also serves the Corporation in another capacity, on a full time basis, and is compensated therefor, then that Director shall not be entitled to receive compensation for attendance at meetings, but shall still be entitled to expenses for such attendance. 4.11 Action by Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any action that may be taken at a meeting of the Directors or the Executive Committee or other committee thereof, may be taken without a meeting if all Directors or committee members consent thereto in writing. Such consent shall have the same effect as a unanimous vote. 4.12 Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other business entity in which one or more of its Directors is a director or officer or is financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transaction or vote for such authorization, approval or ratification if: (a) the fact of the relationship or interest is disclosed or known to the Board of Directors or committee thereof and the number of disinterested Directors or committee members authorizing, approving or ratifying such contract or transaction is sufficient for such authorization, approval or ratification to be granted; or (b) the fact of the relationship or interest is disclosed to the shareholders entitled to vote and they authorized, approve or ratify such contract or transaction; or (c) the contract or transaction is fair and reasonable to the Corporation at the time the contract or

transaction is authorized, approved or ratified, in the light of circumstances known to those entitled to vote thereon at that time.

**V. EXECUTIVE AND OTHER COMMITTEES**

**5.01 Creation.** The Board of Directors may, by resolution adopted by an absolute majority of the full Board of Directors, designate two or more of its members as an Executive Committee, and may designate from among its members one or more other committees. The designation of the Executive Committee or any other committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**5.02 Powers.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Corporation, subject to the limitations as may be included in the Board's resolution and the limitations set forth below. Neither the Executive Committee nor any other committee shall have the authority of the Board of Directors in reference to the following matters: (a) The submission to the shareholders of any action that requires shareholders' authorization or approval. (b) The filling of vacancies on the Board of Directors or on any committee of the Board of Directors. (c) the amendment or repeal of the Bylaws, or the adoption of new Bylaws. (d) The fixing of compensation of Directors for serving on the Board or on any committee of the Board of Directors.

**5.03 Tenure and Removal.** The members of any committee shall hold office until the next regular meeting of the Board of Directors and until their successors are appointed by a new resolution of the Board of Directors. The Board of Directors, with or without cause, may dissolve any committee or remove any member thereof at any time.

**5.04 Vacancies.** Any vacancies occurring by reason of death, resignation, removal, disqualification or otherwise may be filled by the full Board of Directors.

**5.05 Organization.** The members of the Executive Committee or other committee shall elect a chairman of the committee, who shall appoint a secretary of the same, and the committee shall otherwise fix its own rules or procedure which shall not be inconsistent with these Bylaws. The Executive Committee or other committee shall meet where and as provided by its rules.

**5.06 Quorum and Voting.** A majority of the members of the Executive Committee or other committee shall constitute a quorum for the transaction of business at any meeting thereof; provided, however, that the affirmative vote of a majority of the members of the Executive Committee or other committee in all cases shall be necessary for the adoption of any resolution.

**5.07 Minutes.** The Executive Committee and other committees are to keep regular minutes of their proceedings and the transactions of their meetings and report the same to the Board of Directors at the next meeting thereof. Such minutes shall be open to the inspection of any Director upon application at the office of the Corporation during business hours.

**VI. BOOKS AND RECORDS**

**6.01 Books and Records.** The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its shareholders and Board of Directors and committees thereof; and shall keep at its statutory agent's office, or its principal place of business, or at the office of its transfer agent or registrar, a record of its shareholders, giving the names and addresses of all shareholders and the number and class of the shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

**6.02 Inspection.** Any person who shall have been a holder of record of shares of stock of the Corporation or of a voting trust beneficial interest therefor at least six (6) months immediately preceding his demand or shall be the holder of record of, or the holder of record of a voting trust beneficial interest for, at least five percent (5%) of all the outstanding shares of the Corporation, upon written demand delivered to the Secretary of the Corporation or to the statutory agent for receipt of service of process, stating the purpose thereof, shall have the right to examine, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose its relevant books and records of accounts, minutes, and record of shareholders and to make copies of or extracts therefrom.

**6.03 Financial Statements.** Upon the written request of any shareholder or holder of a voting trust beneficial interest for shares of the Corporation, the Corporation shall mail to such shareholder or holder of a voting trust beneficial interest its most recent financial statements showing in reasonable detail its assets and liabilities and the results of its operations.

**VII. OFFICERS**

**7.01 Election of Chief Executive Officer.** The Board of Directors will elect the Chief Executive Officer of the Corporation who shall also be the Chairman of the Board of Directors or the President. Such election will regularly take place at each annual meeting of the Board of Directors, but maybe held at any other meeting of the Board of Directors. A person elected to the office of Chief Executive Officer will continue to hold this office until the election of his successor, subject to action earlier taken pursuant to Sections 7.04 or 8.01.

**7.02 Appointment of Additional Officers.** The Chief Executive Officer will select and the Board of Directors shall appoint the Officers set forth in Sections 7.06 through 7.11 below. In addition to the Officers contemplated in said Sections, the Chief Executive Officer may select and the Board of Directors shall appoint other corporate Officers (as, for example, one or more Assistant Secretaries) having such

authority to perform such duties as may be prescribed from time to time by the Chief Executive Officer, by the President or in the case of Assistant Officers, by his/her or their superior Officers (which, in the foregoing example, would be the Secretary). Each of such Assistant Officers will be vested with all of the powers and charged with all of the duties (including those herein specifically set forth) of his superior officer in the event of such superior officers absence or disability. 7.03 Bonds and Other Requirements. The Board of Directors may require any Officer to give bond to the Corporation (with sufficient surety, and conditioned for the faithful performance of the duties of his/her office) and to comply with such other conditions as may from time to time be required of him/her by the Board. 7.04 Removal or Delegations. The Chief Executive Officer may at his sole discretion remove any Officer of the Corporation at any time and with or without cause. In addition, provided that two-thirds (2/3) of the whole membership thereof concurs therein, the Board of Directors may at any time, with or without cause and whenever in its judgment the best interests of the Corporation will be served thereby, remove any Officer, including the Chief Executive Officer, or Agent of the Corporation and declare his Office vacant or temporarily delegate his/her powers and duties to any other Officer or to any Director. Such removal or delegation shall be without prejudice to the contract rights, if any, of the person so removed or whose powers and duties have been delegated. Election or appointment of an Officer or Agent shall not of itself create contract rights. 7.05 Salaries. The Compensation of the Chief Executive Officer shall be determined and set by the Compensation/Administration Committee. All other Officer salaries shall from time to time be fixed by the Chief Executive Officer. No Officer will be prevented from receiving a salary by reason of the fact that he/she is also a Director of the Corporation. 7.06 Chairman of the Board. The Board of Directors may elect a Chairman to serve as a Non-Executive Officer of the Corporation. The Chairman will preside at all meetings of the Board of Directors and be vested with such other powers and duties as the Board may from time to time delegate to him. 7.07 Chief Officers. The Board of Directors shall elect a Chief Executive Officer who shall also be a Director of the Corporation. The Corporation may also have a Chief Financial Officer who shall also be the Treasurer of the Corporation. The Corporation may also have a Chief Operating Officer who shall also be either the Executive Vice President or President of the Corporation. The Chief Executive Officer shall be the presiding officer over all business affairs of the Corporation, subject only to the direction of the Board of Directors. 7.08 President. The President, in the absence of the Chief Executive Officer, will supervise the business and affairs of the Corporation and the performance by all of its other Officers of their respective duties, subject to the control of the Board of Directors. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the President will be a proper Officer to sign on behalf of the Corporation any deed, bill of sale, assignment, option, mortgage, pledge, note, bond, evidence of indebtedness, application, consent (to service of process or otherwise), agreement, indenture or other instrument of any significant importance to the Corporation. The President may represent the Corporation at any meeting of the stockholders of any other Corporation in which this Corporation then holds shares, and may vote this Corporation's shares in such other corporation in person or by proxy appointed by him, provided that the Board of Directors may from time to time confer the foregoing authority upon any other person or persons. The President may designate any Vice President to perform any acts, on behalf of the Corporation, in his place. 7.09 Vice Presidents. One or more Vice Presidents may be selected by the Chief Executive Officer each of whom will be vested with all of the powers and charged with all of the duties (including those herein before specifically set forth) of the President in the event of his absence or disability. Each Vice President will perform such other duties as may from time to time be delegated or assigned to him/her by the Board of Directors, Chief Executive Officer, the President or the Executive Vice President, in that order. 7.10 Secretary. The Secretary will keep the minutes of meetings of the stockholders, Board of Directors and any Committee, and all unanimous written consents of the stockholders, Board of Directors and any Committee of the Corporation, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by applicable law, be custodian of the Corporate Seal and Corporate Records, and, in general, perform all duties incident to the office. Except as may otherwise be specifically provided in a resolution of the Board of Directors, the Secretary and each Assistant Secretary will be a proper officer to take charge of the Corporation's stock transfer books, and to compile the voting record pursuant to Section 3.07, and to impress the Corporation's Seal on any instrument signed by a duly authorized or empowered Officer, and to attest to the same. 7.11 Treasurer. The Treasurer, absent the election of a Chief Financial Officer, shall serve as the Chief Financial Officer and will maintain the financial records of the Corporation and supervise all Corporate reporting with any and all government agencies. The Treasurer will keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and will cause all money and other valuable effects

to be deposited in the name and to the credit of the Corporation in such depositories, subject to withdrawal in such manner as may be designated by the Board of Directors and the Chief Executive Officer. The Treasurer will render to the President and to the Directors (at the regular meetings of the Board or whenever they may require), an account of all his/her transactions, as Treasurer, and of the financial condition of the Corporation.

VIII. RESIGNATIONS 8.01 Resignations. Any director, committee member or officer may resign from his office at any time by written notice delivered or addressed to the Corporation at its principal place of business. Any such resignation will be effective upon its receipt by the Corporation unless some later time is therein fixed, and then from that time. The acceptance of a resignation will not be required to make it effective.

IX. SEAL 9.01 Form Thereof. The seal of the Corporation will have inscribed thereon the name of the Corporation and the State and year of its incorporation. 9.02 Use. Except to the extent otherwise required by law or these Bylaws, the seal of the Corporation shall not be required to affixed to any document or act of the Corporation in order for such document or act to be valid and binding upon the Corporation. 9.03 Authorization. In the absence of the Secretary or Assistant Secretary, any officer authorized by the Board of Directors to do so may affix the seal of the Corporation to any instrument requiring a seal.

X. STOCK CERTIFICATES 10.01 Form. Shares of the Corporation need not be represented by certificates, and the rights and obligations of shareholders owning shares of any class or series are identical with respect to all shareholders owning shares of such class or series whether or not their shares are represented by certificates. If certificates are issued by the Corporation, each certificate representing stock of the Corporation will be in such form as may from time to time be approved by the Board of Directors, will be numbered and will exhibit the holder's name, the number of shares represented thereby and any other information required by law. If issued shares are not represented by certificates, within a reasonable time after issuance or transfer of such shares, the Corporation shall cause to be sent to the shareholder a written statement containing the name of the shareholder, the class or series of shares owned and the number of such shares owned, and such other information as may required by law. 10.02 Signatures and Seal Thereon. All certificates issued for shares of the Corporation's capital stock (whether new, re-issued or transferred) will bear the signatures of the President or a Vice President, and of the Secretary or Assistant Secretary, and the impression of the Corporation's corporate seal. The signatures of such officers of the Corporation, and the impression of its corporate seal, may be in facsimile form on any certificates which are manually countersigned by or on behalf of an independent transfer agent and/or registrar duly appointed by the Corporation for the shares of stock evidenced thereby. If a supply of unissued certificates bearing the facsimile signature of a person remains when that person ceases to hold the Corporation office indicated on such certificates, they may still be countersigned, registered, issued and delivered by the Corporation's transfer agent and/or registrar thereafter, the same as though such person had continued to hold the office indicated on such certificate. 10.03 Ownership. The Corporation will be entitled to treat the registered owner of any share as the absolute owner thereof and, accordingly, will not be bound to recognize any beneficial, equitable or other claim to, or interest in, such share on the part of any other person, whether or not it has notice thereof, except as may expressly by provided applicable law. 10.04 Transfers. Transfers of stock will be made on the books of the Corporation only at the direction of the person or persons named in the certificate thereof, or at the direction of his or their duly authorized attorney-in-fact or duly appointed personal representative, and upon the surrender of such certificate, properly endorsed, to the Secretary or the duly authorized transfer agent or agents of the Corporation. 10.05 Lost Certificates. In the event of the loss, theft or destruction of any certificate representing capital stock of this Corporation or of any predecessor corporation, the Corporation may issue (or, in the case of any such stock as to which a transfer agent and/or registrar have been appointed, may direct such transfer agent and/or registrar to countersign, register and issue) a certificate in lieu of that alleged to be lost, stolen, or destroyed, upon such terms and conditions, including reasonable indemnification of the Corporation, as the Board shall reasonable require, and cause the same to be delivered to the owner of the stock represented thereby, provided that the owner shall have submitted such evidence showing the circumstances of the alleged loss, theft or destruction, and his ownership of the certificate, as the corporation considers satisfactory, together with any other facts which the Corporation considers pertinent.

XI. REPEAL, ALTERATION OR AMENDMENT 11.01 Repeal, Alteration, or Amendment. These Bylaws may be repealed, altered, or amended, or substitute bylaws may be adopted at any time, only by resolution duly adopted by a majority of the entire Board of Directors, subject to repeal or change by action of the shareholders.

XII. MISCELLANEOUS 12.01 Indemnification. To the full extent permitted by Arizona law, the Corporation shall indemnify and pay the expenses of any person who is or was made, or threatened to be made, a party to an action or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a director,

officer, employee, trustee or agent of or for the Corporation or is or was serving at the request or with the prior approval of the Corporation as a director, officer employee, trustee or agent of another corporation; trust or other enterprise. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, trustee or agent of or for the prior approval of the Corporation as a director, officer, employee, trustee or agent of another corporation, trust or enterprise, against any liability asserted against him and incurred by him in any capacity or arising out his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of these Bylaws.

12.02 Dividends. Dividends upon the capital stock of the Corporation, if any, subject to the provisions of the Articles of Incorporation, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Articles of Incorporation and the Arizona General Corporation Law. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purposes as the Directors shall think conducive to the interest of the Corporation, and the Directors may modify or abolish any such reserve in the manner in which it was created.

12.03 Representation of Shares of Other Corporations. The President or any Vice President of this Corporation is authorized to vote, represent and exercise on behalf of this Corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of this Corporation. The authority herein granted to said officers to vote or represent on behalf of this Corporation any and all shares held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any other person authorized so to do by proxy or power of attorney duly executed by said officers, provided, that the Board of Directors may from time to time confer the foregoing authority upon any other person or persons.

12.04 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Arizona General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter; and the singular number includes the plural and the plural number includes the singular; and the term "person" includes a corporation or other entity as well as a natural person.

12.05 Fiscal Year. The fiscal year end of the Corporation shall be designated and determined by resolution of the Board of Directors from time to time.

12.06 Conduct of Meetings. The Board of Directors shall promulgate rules and regulations and shall establish the rules of procedure applicable at all meetings of shareholders and the Board of Directors or any committee thereof, and the provisions thereof are incorporated herein by reference. Absent a specific rule or regulation, the Chairman shall determine the order of business at any shareholders' or Board of Directors' meeting and shall have authority, in his discretion, to regulate the conduct of such meetings.

CERTIFICATION The undersigned, Secretary of Alanco Technologies, Inc., an Arizona corporation, hereby certifies that the foregoing Bylaws of the Corporation were duly adopted by the Board of Directors on November 13, 2007. /s/ Adele Mackintosh  
----- Adele Mackintosh, Secretary

EXHIBIT 31.1 Certification of Chairman and Chief Executive Officer of Alanco Technologies, Inc. I, Robert R. Kauffman, certify that: 1. I have reviewed this quarterly report on Form 10-QSB of Alanco Technologies, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report. 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the period presented in this report; 4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has



materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 14, 2007 /s/ Robert R. Kauffman ----- Robert R. Kauffman Chairman and Chief Executive Officer EXHIBIT 31.2 Certification of Vice President and Chief Financial Officer of Alanco Technologies, Inc. I, John A. Carlson, certify that: 1. I have reviewed this quarterly report on Form 10-QSB of Alanco Technologies, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report. 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the period presented in this report; 4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting. Date: November 14, 2007 /s/ John A. Carlson ----- John A. Carlson Executive Vice President and Chief Financial Officer EXHIBIT 32.1 Certification of Chief Executive Officer and Chief Financial Officer of Alanco Technologies, Inc. This certification is provided pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and accompanies this quarterly report of Form 10-QSB (the "Report") for the period ended September 30, 2007 of Alanco Technologies, Inc. (the "Issuer"). Each of the undersigned, who are the Chief Executive Officer and Chief Financial Officer, respectively, of Alanco Technologies, Inc., hereby certify that, to the best of each such officer's knowledge: (i) the Report fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m(a) or 78o(d)); and (ii) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Issuer. Dated: November 14, 2007 /s/ Robert R. Kauffman ----- Robert R. Kauffman Chief Executive Officer /s/ John A. Carlson ----- John A. Carlson Chief Financial Officer