

Parametric Sound Corp
Form 8-K
February 15, 2012

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): February 15, 2012

Parametric Sound Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Nevada | 000-54020 | 27-2767540 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

1941 Ramrod Avenue, Suite #100
Henderson, Nevada 89014
(Address of Principal Executive Offices)

888-477-2150

(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 240.14.a-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))

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

(a) On February 15, 2012, Parametric Sound Corporation (the “Company”) held its annual meeting of stockholders.

1. The following members were elected to the Board of Directors to serve until the next Annual Meeting of Stockholders and until their successors are elected and have qualified:

| Name | For | Against or Withheld | Broker Non-Votes |
|-------------------------|------------|---------------------|------------------|
| Elwood G. Norris | 13,103,195 | 208,330 | 5,762,055 |
| Robert M. Kaplan, Ph.D. | 13,221,527 | 89,998 | 5,762,055 |
| Seth Putterman, Ph.D. | 13,223,977 | 87,548 | 5,762,055 |
| Kenneth F. Potashner | 12,718,713 | 592,812 | 5,762,055 |

The stockholders approved an amendment to the Company’s Articles of Incorporation to effect a reverse stock split
 2. at a ratio of between 1 for 2 and 1 for 10, as determined by the Company’s Board of Directors, at any time before September 30, 2012. The results of the voting were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 18,417,741 | 622,383 | 33,456 |

3. The stockholders approved the 2012 Stock Option Plan of the Company. The results of the voting were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 12,187,631 | 1,068,234 | 55,660 | 5,762,055 |

The stockholders ratified the selection of Squar, Milner, Peterson, Miranda & Williamson, LLP as its independent
 4. registered public accounting firm for the fiscal year ending September 30, 2012. The results of the voting were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 18,989,593 | 39,139 | 44,848 |

Item 7.01. Regulation FD Disclosure.

At the Annual Meeting of Stockholders held on February 15, 2012, the Company made a presentation which included certain non-public information. A copy of this presentation is furnished as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference. The information contained in the presentation and under this Item 7.01 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability provisions of that section.

9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Annual Meeting Presentation

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.

Date: February 15, 2012

Parametric Sound Corporation

By: /s/ James A. Barnes

James A. Barnes

Chief Financial Officer, Treasurer and Secretary