

Wayside Technology Group, Inc.  
Form 8-K  
June 06, 2013

**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): **June 5, 2013**

---

**WAYSIDE TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

---

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

**000-26408**  
(Commission  
File Number)

**13-3136104**  
(IRS Employer  
Identification No.)

Edgar Filing: Wayside Technology Group, Inc. - Form 8-K

1157 Shrewsbury Avenue, Shrewsbury, New Jersey  
(Address of principal executive offices)

07702  
(Zip Code)

732-389-8950

(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 (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))
-

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

Wayside Technology Group, Inc. (the Company) held its annual meeting of stockholders on June 5, 2013. At such annual meeting, 4,108,298 shares of our common stock were represented either in person or by proxy, which is equal to 86.78% of our issued and outstanding common stock. At our annual meeting, the Company's stockholders voted to (i) elect the seven nominees named below to the Company's Board of Directors, to serve until the next annual meeting of the stockholders and until their successors are elected and qualified; (ii) have an advisory vote to approve executive compensation of the Company's Named Executive Officers; (iii) have an advisory vote on the frequency of future advisory votes on executive compensation; and (iv) ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for 2013.

*Proposal 1: Election of Directors* The number of votes for, withheld and abstained from voting and all shares as to which brokers indicated that they did not have authority to vote with respect to each director nominee were as follows:

Nominee	Votes For	Votes Withheld	Votes Abstained	Broker Non-Votes
Simon F. Nynens	2,415,040	113,419	0	1,579,839
William H. Willett	2,157,214	371,245	0	1,579,839
F. Duffield Meyercord	2,407,619	120,840	0	1,579,839
Edwin H. Morgens	2,271,941	256,518	0	1,579,839
Allan D. Weingarten	2,411,159	117,300	0	1,579,839
Mark T. Boyer	2,393,145	135,314	0	1,579,839
Mike Faith	2,411,778	116,681	0	1,579,839

*Proposal 2: Advisory Vote to Approve Executive Compensation of the Company's Named Executive Officers* The final number of votes cast for, against or abstaining from voting and broker non-votes were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
2,109,862	397,753	20,844	1,579,839

*Proposal 3: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation* The final number of votes cast for once every year, once every two years, once every three years or abstaining from voting and broker non-votes were as follows:

Every 1 Year	Every 2 Years	Every 3 Years	Votes Abstained	Broker Non-Votes
2,157,811	6,490	348,819	15,340	1,579,838

*Proposal 4: Ratification of the Appointment of EisnerAmper LLP as the Company's Independent Registered Public Accounting Firm for 2013* The final number of votes cast for, against or abstaining from voting and broker non-votes were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
4,045,109	39,292	23,897	0



**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.

WAYSIDE TECHNOLOGY GROUP, INC.

Date: June 6, 2013

By: /s/ Simon F. Nynens  
Name: Simon F. Nynens  
Title: Chief Executive Officer