

CYBEROPTICS CORP
Form 8-K
May 20, 2014

**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 19, 2014

CyberOptics Corporation

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of
incorporation or organization)

(0-16577)

Commission File No.

41-1472057

(I.R.S.
Employer
Identification
No.)

**5900 Golden Hills Drive
Minneapolis, Minnesota**

(Address of principal executive offices)

55416

(Zip Code)

(763) 542-5000

(Registrant's telephone number, including area code)

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(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.

CyberOptics Corporation held its annual meeting of shareholders on May 19, 2014. At the meeting, each of Alex B. Cimochoowski, Craig D. Gates, Subodh K. Kulkarni, Irene M. Qualters, and Michael M. Selzer, Jr. were reelected as directors to serve until the annual shareholder meeting in 2015 or until their successors are elected and qualify. The shareholders approved, on a nonbinding advisory basis, compensation for our executive officers. The shareholders also approved an increase by 30,000 shares in the share reservation under our Stock Grant Plan for Non-Employee Directors, and ratified the appointment of Grant Thornton LLP as CyberOptics' independent registered public accounting firm for the year ending December 31, 2014.

As of the April 7, 2014 record date for the meeting, there were 6,512,238 shares of common stock issued and outstanding and 5,061,562 shares were represented at the annual meeting. The voting results were as follows:

1. Election of Directors:

| | For | Withheld | Broker Non-Votes |
|------------------------|-----------|----------|------------------|
| Alex B. Cimochoowski | 3,689,372 | 9,515 | 1,362,675 |
| Craig D. Gates | 3,692,291 | 6,596 | 1,362,675 |
| Subodh K. Kulkarni | 3,692,291 | 6,596 | 1,362,675 |
| Irene M. Qualters | 3,686,229 | 12,658 | 1,362,675 |
| Michael M. Selzer, Jr. | 3,691,091 | 7,796 | 1,362,675 |

2. To approve compensation to our executive officers (nonbinding).

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------|---------|---------|-----------------|
| 3,447,137 | 97,827 | 153,923 | 1,362,675 |

3. To approve increase in share reservation under Stock Grant Plan for Non-Employee Directors.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTE |
|-----------|---------|---------|-----------------|
| 3,428,958 | 112,471 | 157,458 | 1,362,675 |

4. Ratification of Auditors

Shareholders ratified the appointment of Grant Thornton LLP by a vote of 5,052,704 shares in favor, 8,858 shares against, no shares abstaining, and no broker non-votes.

Consistent with the prior vote on the desired frequency of the non-binding shareholder vote on the compensation of executives, the Board of Directors of CyberOptics has determined to include the vote on executive compensation annually in its proxy materials until the next required vote on the frequency of such vote.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CYBEROPTICS CORPORATION.

By /s/ JEFFREY A. BERTELSEN
Jeffrey A. Bertelsen, Chief Financial Officer

Dated: May 20, 2014