

Qumu Corp  
Form 8-K  
May 22, 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 20, 2014**

**Qumu Corporation**

(Exact name of Registrant as Specified in its Charter)

**Minnesota**

(State Or Other Jurisdiction Of Incorporation)

**000-20728**  
(Commission File Number)

**41-1577970**  
(I.R.S. Employer Identification No.)

**7725 Washington Avenue South**  
**Minneapolis, MN**  
(Address Of Principal Executive Offices) (Zip Code)

**(952) 683-7900**

Registrant's Telephone Number, Including Area Code

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Items under Sections 1 through 4 and 6 through 9 are not applicable and therefore omitted.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On May 20, 2014, Qumu Corporation (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”). Of the 8,684,042 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting on the April 1, 2014 record date, 8,031,404 shares, or approximately 92.5%, were present at the Annual Meeting either in person or by proxy.

The following describes the matters considered by the Company’s shareholders at the Annual Meeting, as well as the results of the votes cast at the meeting:

1. To elect nine (9) directors of the Company to serve until the next Annual Meeting of Shareholders or until their respective successors have been elected and qualified.

| <b><u>Nominee</u></b>  | <b><u>For</u></b> | <b><u>Withhold</u></b> | <b><u>Broker Non-Vote</u></b> |
|------------------------|-------------------|------------------------|-------------------------------|
| Sherman L. Black       | 6,054,598         | 217,928                | 1,758,878                     |
| Lawrence M. Benveniste | 6,028,869         | 243,657                | 1,758,878                     |
| Daniel R. Fishback     | 6,145,878         | 126,648                | 1,758,878                     |
| Thomas F. Madison      | 5,984,032         | 288,494                | 1,758,878                     |
| Kimberly K. Nelson     | 6,008,309         | 264,217                | 1,758,878                     |
| Robert F. Olson        | 6,010,558         | 261,968                | 1,758,878                     |
| Justin A. Orlando      | 6,087,721         | 184,805                | 1,758,878                     |
| Steven M. Quist        | 5,989,432         | 283,094                | 1,758,878                     |
| James L. Reissner      | 5,989,921         | 282,605                | 1,758,878                     |

2. To approve an amendment to the Second Amended and Restated 2007 Stock Incentive Plan to increase the authorized shares by 500,000.

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Vote</u></b> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 5,687,990         | 578,101               | 6,435                 | 1,758,878                     |

3. Advisory vote to approve named executive officer compensation.

| <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Vote</u></b> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 5,960,215         | 187,421               | 124,890               | 1,758,878                     |

- 4.

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To ratify and approve the appointment of KPMG LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2014.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 7,925,981  | 190,918        | 14,505         | 0                      |

As a result, each nominee was elected as a director of the Company and each other proposal was approved at the Annual Meeting.

**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.

QUMU CORPORATION

By: /s/ James R. Stewart  
James R. Stewart  
Chief Financial Officer

Date: May 20, 2014