

ZIX CORP  
Form 8-K  
June 12, 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): June 11, 2014**

**ZIX CORPORATION**

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

**Texas**  
**(State or other jurisdiction**

**of incorporation)**

**0-17995**  
**(Commission**

**File Number)**  
**2711 North Haskell Avenue**

**75-2216818**  
**(IRS Employer**

**Identification No.)**

Edgar Filing: ZIX CORP - Form 8-K

**Suite 2200, LB 36**

**Dallas, Texas 75204-2960**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (214) 370-2000**

**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:

- .. 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**

The Company held an annual meeting of shareholders on June 11, 2014. The proposals presented at the annual meeting are described in detail in the Proxy Statement. The vote results detailed below represent final results as certified by the independent Inspector of Elections. At the meeting, the Company's shareholders voted on the proposals as follows:

**Proposal 1 Election of Directors**

Shareholders approved the election of the following individuals as Directors of the Company.

| Nominee            | For        | Withheld | Broker Non-Votes |
|--------------------|------------|----------|------------------|
| Mark J. Bonney     | 35,709,399 | 454,481  | 17,024,135       |
| Michael E. Dailey  | 35,735,000 | 428,880  | 17,024,135       |
| Taher A. Elgamal   | 35,454,443 | 709,437  | 17,024,135       |
| Robert C. Hausmann | 35,566,670 | 597,210  | 17,024,135       |
| Maribess L. Miller | 35,718,999 | 444,881  | 17,024,135       |
| Richard D. Spurr   | 35,342,207 | 821,673  | 17,024,135       |

**Proposal 2 Ratification of auditors**

Shareholders ratified the selection of Whitley Penn LLP to serve as the Company's independent registered public accounting firm for 2014.

| For        | Against | Abstain | Broker Non-votes |
|------------|---------|---------|------------------|
| 52,331,098 | 667,692 | 189,225 | 0                |

**Proposal 3 Say on Pay**

Shareholders approved the following resolution: Resolved, that shareholders approve the compensation of the Company's named executive officers, as discussed and disclosed in the Compensation Discussion and Analysis, the executive compensation tables, and any narrative executive compensation disclosure contained in this proxy statement.

| For        | Against   | Abstain | Broker Non-votes |
|------------|-----------|---------|------------------|
| 34,852,912 | 1,122,466 | 188,502 | 17,024,135       |

Consistent with the shareholders' advisory vote on Say When on Pay at the annual meeting of held on June 8, 2011, the Company intends to hold future shareholder advisory votes on executive compensation annually until the next required vote on the frequency of shareholder votes on executive compensation, which will occur at the 2017 annual meeting of the shareholders of the Company.



**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 hereunto duly authorized.

**ZIX CORPORATION**

Date: June 12, 2014

By: /s/ James F. Brashear  
James F. Brashear  
Corporate Secretary