

GSE SYSTEMS INC
Form 8-K
June 13, 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 11, 2013

GSE SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-14785	52-1868008
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1332 Londontown Blvd., Suite 200, Sykesville, MD 21784
(Address of principal executive office and zip code)

(410) 970-7800
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 Instructions 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.

On June 11, 2013, the Company held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

Proposal	For	Withheld	Total Votes Cast	Broker Non-Votes
1) Election of Directors for a three year term expiring in 2016:				
James A. Eberle	6,116,841	2,699,030	8,815,871	7,632,434
Jerome I. Feldman	6,025,622	2,790,249	8,815,871	7,632,434
Christopher D. Sorrells	8,266,602	549,269	8,815,871	7,632,434

The following directors are serving terms until the annual meeting in 2014 and were not re-elected at the June 11, 2013 annual meeting:

Sheldon L. Glashow
Roger L. Hagengruber

The following directors are serving terms until the annual meeting in 2015 and were not re-elected at the June 11, 2013 annual meeting:

Joseph W. Lewis
Jane Bryant
Quinn
O. Lee Tawes, III

Proposal	For	Against	Abstain	Total	Broker Non-Votes
2) Non-binding vote on a resolution to approve Company's executive compensation	8,182,898	491,640	141,333	8,815,871	7,632,434

Proposal	For	Against	Abstain	Total
3) Ratify KPMG LLP as the Company's Independent Registered Public Accountants for the 2013 fiscal year	16,272,380	155,393	20,532	16,448,305

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.

GSE SYSTEMS, INC.

Date: June 13, 2013

/s/ Jeffery G. Hough
Jeffery G. Hough
Senior Vice President and CFO