

BSQUARE CORP /WA  
Form 8-K  
June 30, 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 24, 2014**

**BSQUARE CORPORATION**  
**(Exact name of Registrant as specified in its charter)**

**Washington**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**000-27687**  
**(Commission File Number)**  
**110 11~~0~~ Ave NE, Suite 300**

**91-1650880**  
**(IRS Employer**  
**Identification No.)**

**Bellevue, WA 98004**

**Address and Telephone Number of Registrant s Principal Executive Offices: 425-519-5900**

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.**

On June 24, 2014, at the 2014 Annual Meeting of Shareholders (the Annual Meeting ) of BSQUARE Corporation (the Company ), the Company s shareholders approved the three proposals listed below. The final results for the votes regarding each proposal are set forth below. The proposals are described in detail in the Company s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on April 30, 2014.

1. To elect Andrew S.G. Harries as a Class II Director, to serve for the ensuing three years and until his successor is duly elected and qualified.

| <b>Name</b>          | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------------|-----------------------|-------------------------|
| Andrew S.G. Harries. | 4,735,280        | 98,716                | 5,093,575               |

2. To approve on an advisory basis the compensation of the Company s named executive officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 2,789,170        | 1,626,007            | 418,819            | 5,093,575               |

3. To ratify the appointment of Moss Adams LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2014.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 9,351,661        | 122,665              | 453,245            |                         |

**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.

**BSQUARE CORPORATION**

Dated: June 30, 2014

By: /s/ Scott C. Mahan  
Scott C. Mahan  
Senior Vice President, Operations  
and Chief Financial Officer