

BSQUARE CORP /WA  
Form 8-K  
June 13, 2018

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 12, 2018

BSQUARE CORPORATION

(Exact name of Registrant as specified in its charter)

|                              |             |                                   |
|------------------------------|-------------|-----------------------------------|
| Washington                   | 000-27687   | 91-1650880                        |
| (State or Other Jurisdiction | (Commission | (IRS Employer Identification No.) |

|                   |              |
|-------------------|--------------|
| of Incorporation) | File Number) |
|-------------------|--------------|

110 110<sup>th</sup> Ave NE, Suite 300

Bellevue, WA 98004

425-519-5900

Edgar Filing: BSQUARE CORP /WA - Form 8-K

(Address and Telephone Number of Registrant's Principal Executive Offices)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On June 12, 2018, at the 2018 Annual Meeting of Shareholders (the “Annual Meeting”) of BSQUARE Corporation (the “Company”), the Company’s shareholders approved the three proposals listed below. The final voting results for 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 (the “SEC”) on April 27, 2018, and the supplement to proxy statement filed with the SEC on May 10, 2018.

1. To elect William D. Savoy as a Class III Director, to serve for the ensuing three years and until his successor is duly elected and qualified.

| Name             | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-----------|----------------|------------------|
| William D. Savoy | 4,310,002 | 1,890,640      | 5,911,620        |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,726,869 | 2,386,524     | 87,249      | 5,911,620        |

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, 2018.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 11,561,562 | 544,499       | 6,201       | --               |

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

Date: June 13, 2018

By: /s/ Christi Muoneke  
Vice President, General Counsel and Corporate  
Secretary