



**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 (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**

Lantronix, Inc. (the “Company”) held its Annual Meeting of Stockholders on November 19, 2015. Of the 15,104,710 shares of the Company’s common stock entitled to vote at the Annual Meeting, a total of 13,456,118 shares were represented at the Annual Meeting in person or by proxy. The voting results for each item of business properly presented at the Annual Meeting are set forth below.

***Proposal 1: Election of Directors***

On November 18, 2015, Kurt F. Busch submitted his resignation as an officer and as a member of the Company’s Board of Directors (the “Board”), each effective immediately, and withdrew his name from nomination for re-election at the Annual Meeting. The size of the Board has been reduced by one, to four directors, effective upon Mr. Busch’s resignation. Accordingly, at the Annual Meeting, four rather than five directors were nominated for election to the Board.

All of the Company’s four remaining nominees as listed in the Proxy Statement were elected with the following votes:

| Name of Nominee  | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|-----------|----------------|------------------|
| Bernhard Bruscha | 8,343,313 | 1,516,938      | 3,595,867        |
| Bruce C. Edwards | 7,950,486 | 1,909,765      | 3,595,867        |
| Paul F. Folino   | 7,955,028 | 1,905,223      | 3,595,867        |
| Hoshi Printer    | 7,954,128 | 1,906,123      | 3,595,867        |

***Proposal 2: Ratification of Appointment of Independent Registered Public Accountants***

The proposal to ratify the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company’s independent registered public accountants for the fiscal year ending June 30, 2016 was approved with the following vote:

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 13,436,661 | 11,795        | 7,662       | 0                   |

***Proposal 3: Advisory Vote on Executive Compensation***

The proposal to approve, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers was approved with the following vote:

| Votes For | Votes Against | Abstentions | Broker<br>Non-Votes |
|-----------|---------------|-------------|---------------------|
| 7,627,424 | 1,920,275     | 312,552     | 3,595,867           |

***Proposal 4: Approval of Amendment to Amended and Restated 2010 Stock Incentive Plan***

The proposal to approve an amendment to the Company’s Amended and Restated 2010 Stock Incentive Plan to (1) increase the number of shares of common stock reserved for issuance under the plan by 1,500,000 shares, and (2) limit the value of annual equity awards for non-employee directors to \$100,000; was approved with the following vote:

| Votes For | Votes Against | Abstentions | Broker<br>Non-Votes |
|-----------|---------------|-------------|---------------------|
| 7,077,672 | 2,470,853     | 311,726     | 3,595,867           |

**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.

Date:  
November LANTRONIX, INC.  
25, 2015

By: /s/ Jeremy Whitaker  
Jeremy Whitaker  
  
Interim Chief  
Executive Officer and  
Chief Financial  
Officer