

PARKERVISION INC
Form 8-K
October 04, 2012

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): October 2, 2012

PARKERVISION, INC.
(Exact Name of Registrant as Specified in Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

000-22904
(Commission
File Number)

59-2971472
(IRS Employer
Identification No.)

7915 Baymeadows Way, Jacksonville, Florida
(Address of Principal Executive Offices)

32256
(Zip Code)

(904) 732-6100
(Registrant's Telephone Number, Including Area Code)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 2, 2012, the shareholders of ParkerVision, Inc. (the “Company”) voted at the Company’s 2012 Annual Meeting of Shareholders to approve an amendment to the Company’s articles of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares. The board of directors of the Company approved the amendment on August 1, 2012. The amendment was filed with the Department of State of the State of Florida on October 4, 2012 and became effective on such date.

A copy of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 3.03.

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

The Company’s 2012 Annual Meeting of Shareholders was held on October 2, 2012. At the annual meeting, the Company’s shareholders considered three proposals: (1) the election of seven directors, to hold office until the next annual meeting and until their respective successors are duly elected and qualified; (2) the approval of an amendment to the Company’s articles of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares; and (3) the ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent certified registered public accounting firm.

The shareholders elected Messrs. Jeffrey Parker, William Hightower, John Metcalf , David Sorrells, Robert Sterne, Nam Suh, and Papken der Torossian as directors, who together constitute the entire board of directors of the Company. The following is a tabulation of votes cast for and withheld from each director, as well as the number of broker non-votes with respect to each director:

| Nominee | For | Withheld | Broker Non Votes |
|----------------------|------------|-----------|------------------|
| Jeffrey Parker | 21,431,110 | 552,698 | 36,666,883 |
| William Hightower | 21,553,806 | 430,002 | 36,666,883 |
| John Metcalf | 21,400,742 | 583,066 | 36,666,883 |
| David Sorrells | 21,445,202 | 538,606 | 36,666,883 |
| Robert Sterne | 17,670,900 | 4,312,908 | 36,666,883 |
| Nam Suh | 21,558,609 | 425,199 | 36,666,883 |
| Papken der Torossian | 21,567,909 | 415,899 | 36,666,883 |

The shareholders also approved a proposal to amend our articles of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000 shares. The following is a tabulation of votes cast for and against the proposal, as well as the number of abstentions.

| For | Against | Abstentions |
|------------|-----------|-------------|
| 56,070,887 | 1,364,437 | 1,215,367 |

The shareholders also ratified the selection of PricewaterhouseCoopers LLP (“PWC”) as our independent certified registered public accounting firm. The following is a tabulation of votes cast for and against the ratification of PWC, as well as the number of abstentions.

| For | Against | Abstentions |
|------------|---------|-------------|
| 58,240,965 | 45,539 | 364,187 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|-------------|---|
| 3.1 | Articles of Amendment to Articles of Incorporation, dated October 3, 2012, effective October 4, 2012. |

SIGNATURE

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.

Dated: October 4, 2012

PARKERVISION, INC.

By: */s/ Cynthia Poehlman*
Cynthia Poehlman
Chief Financial Officer

EXHIBIT INDEX

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