

ELECTRO SENSORS INC  
Form 8-K  
April 30, 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): April 25, 2018

**ELECTRO-SENSORS, INC.**

(Exact name of Registrant as Specified in its Charter)

<b>Minnesota</b>	<b>000-09587</b>	<b>41-0943459</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

**6111 Blue Circle Drive**

**Minnetonka, Minnesota 55343-9108**

(Address of Principal Executive Offices)

**(952) 930-0100**

(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:

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.**

Electro-Sensors, Inc. (the “Company”) held its Annual Meeting of Shareholders on April 25, 2018 (the “2018 Annual Meeting”). Set forth below is a brief description of each matter voted upon at the 2018 Annual Meeting and the voting results with respect to each matter.

1. A proposal to set the number of directors at five.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
2,163,053	58,202	23,107	17,057

2. A proposal to elect five directors to serve until the next annual meeting of shareholders:

<u>Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
Scott A. Gabbard	2,154,636	5,437	1,824	99,522
David L. Klenk	2,155,994	5,437	466	99,522
Joseph A. Marino	2,151,480	8,591	1,826	99,522
Jeffrey D. Peterson	2,156,460	5,437	0	99,522
Michael C. Zipoy	2,154,636	5,437	1,824	99,522

3. A proposal to ratify the appointment of Boulay PLLP as independent registered public accounting firm for the fiscal year ending December 31, 2018.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
2,172,003	83,202	6,214	0

Pursuant to the foregoing votes, each of the proposals presented at the 2018 Annual Meeting were approved by shareholders. Accordingly, the number of directors was set at five; Messrs. Gabbard, Klenk, Marino, Peterson, and Zipoy were elected to serve as directors until the next annual meeting of shareholders; and the appointment of Boulay PLLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 was ratified.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**ELECTRO-SENSORS, INC.**

Date: April 30, 2018 By: /s/ David L. Klenk

David L. Klenk

Chief Executive Officer and Chief Financial Officer