

ELECTRO SENSORS INC  
Form 8-K  
April 25, 2016

**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 20, 2016

**ELECTRO-SENSORS, INC.**

(Exact name of Registrant as Specified in its Charter)

**Minnesota**                      **000-09587**      **41-0943459**  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) 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))

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

The Company held its Annual Meeting of Shareholders on April 20, 2016 (the “2016 Annual Meeting”). Set forth below is a brief description of each matter voted upon at the 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> |
|------------|----------------|--------------------|-------------------------|
| 2,234,332  | 81             | 102,101            | 759,512                 |

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>Broker Non-Votes</u> |
|-------------------------|------------------|-----------------------|-------------------------|
| Scott A. Gabbard        | 2,883,959        | 3,271                 | 208,796                 |
| David L. Klenk          | 2,883,959        | 3,271                 | 208,796                 |
| Joseph A. Marino        | 2,883,959        | 3,271                 | 208,796                 |
| Jeffrey D. Peterson     | 2,883,929        | 3,301                 | 208,796                 |
| Michael C. Zipoy        | 2,883,184        | 4,046                 | 208,796                 |

3. A proposal to ratify the appointment of Boulay PLLP as independent registered public accounting firm for the fiscal year ending December 31, 2016.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------|----------------|--------------------|-------------------------|
| 2,964,550  | 834            | 130,642            | 0                       |

4. An advisory vote to approve executive compensation (a “Say-on-Pay” vote).

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------|----------------|--------------------|-------------------------|
| 2,168,911  | 113,887        | 53,716             | 759,512                 |

5. A proposal to approve the amendment to the Electro-Sensors, Inc. 2013 Equity Incentive Plan to increase the number of authorized shares by 300,000.

| <u>For</u> | <u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------|----------------|--------------------|-------------------------|
| 2,215,735  | 113,927        | 6,852              | 759,512                 |

Pursuant to the foregoing votes, 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; the appointment of Boulay PLLP as independent registered public accounting firm for the fiscal year ending December 31, 2016 was ratified; the Company's shareholders adopted a non-binding resolution approving the compensation of the Company's named executive officer, as described in the Company's proxy statement for the 2016 Annual Meeting; and the amendment to the Company's 2013 Equity Incentive Plan was approved.

**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 25, 2016 By: /s/ David L. Klenk  
David L. Klenk  
Chief Executive Officer and Chief Financial Officer