

DATA I/O CORP
Form 8-K
May 21, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 21, 2018**

Data I/O Corporation

(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

0-10394
(Commission File
Number)

91-0864123
(IRS Employer
Identification No.)

6645 185th Ave. N.E., Suite 100, Redmond, WA 98052
(Address of principal executive offices, including zip code)

(425) 881-6444
(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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

Items reported in this filing:

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

Item 7.01: Regulation FD Disclosure

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

Annual Meeting of Shareholders Voting Results.

FIRST: The Annual Meeting of Shareholders of Data I/O Corporation was convened at 10 a.m. Pacific, on May 21, 2018, at the Company's headquarters, 6645 185^h Ave NE, Suite 100, Redmond, Washington.

SECOND: There were issued and outstanding on March 23, 2018, the record date, **8,293,267** shares of Common Stock.

THIRD: There were present at said meeting in person or by proxy, shareholders of the Corporation who were the holders of **7,270,924 (87.67%)** shares of Common Stock entitled to vote, thereby constituting a quorum.

FOURTH: The following nominees for election as Directors, to hold office for a term as defined in the proxy statement and until their successors are duly elected and qualified, received the number of votes set opposite their respective name:

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-votes</u> |
|-----------------------------|-------------------|------------------------|--------------------------------|
| Anthony Ambrose | 3,676,545 | 48,504 | 3,545,875 |
| Brian T. Crowley | 3,563,495 | 161,229 | 3,545,875 |
| Alan B. Howe | 2,008,101 | 1,716,948 | 3,545,875 |
| Douglas W. Brown | 3,585,023 | 140,026 | 3,545,875 |
| Mark J. Gallenberger | 3,584,958 | 139,766 | 3,545,875 |

The aforesaid nominees have been elected as Director.

FIFTH: The proposal to ratify the continued appointment of Grant Thornton LLP as the Company's independent auditors, received the following votes:

Percentage of For &

| <u>on this Proposal</u> | <u>Votes</u> | <u>Against</u> |
|--------------------------------|---------------------|-----------------------|
| For 98.21 | 7,140,710 | |
| Against 1.66 | 120,727 | |

Abstain **9,487**
0.13

The foregoing proposal has been approved.

SIXTH: The Amendment to the Data I/O 2000 Stock Compensation Incentive Plan, received the following votes:

Percentage of For &

| <u>on this Proposal</u> | <u>Votes</u> | <u>Against</u> |
|--------------------------------|---------------------|-----------------------|
| For 93.87 | 3,496,902 | |
| Against 5.77 | 214,769 | |
| Abstain 0.36 | 13,378 | |
| Broker non-votes: | 3,545,875 | |

The foregoing proposal has been approved.

SEVENTH: The advisory vote (Say on Pay) approving the compensation of the Company's named executive officers, received the following votes:

Percentage of For &

| <u>on this Proposal</u> | <u>Votes</u> | <u>Against</u> |
|--------------------------------|---------------------|-----------------------|
|--------------------------------|---------------------|-----------------------|

| | |
|-------------------------------|------------------|
| For 95.23 | 3,547,196 |
| Against 4.11 | 153,140 |
| Abstain 0.66 | 24,713 |
| Broker non-votes: | 3,545,875 |

The foregoing proposal has been approved.

EIGHTH: The advisory vote (Say on Frequency) approving the frequency of the advisory vote approving the compensation of the Company's named executive officers, received the following votes:

Percentage of For &

| <u>on this Proposal</u> | <u>Votes</u> | <u>Against</u> |
|------------------------------------|---------------------|-----------------------|
| One year 85.31 | 3,177,777 | |
| Two years 4.10 | 152,688 | |
| Three years 10.45 | 389,449 | |
| Abstain 0.14 | 5,135 | |
| Broker non-votes: | 3,545,875 | |

The Frequency of One Year on advisory votes has been approved.

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.

Data I/O Corporation

May 21, 2018

By /s/Joel S. Hatlen

Joel S. Hatlen

Vice President

Chief Operating & Financial Officer

Secretary and Treasurer