

LRAD Corp
Form 8-K
July 19, 2013

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): July 17, 2013

LRAD Corporation

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| <u>Delaware</u> | <u>000-24248</u> | <u>87-0361799</u> |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**16990 Goldentop Road, Ste. A
San Diego, California 92127**

(Address of Principal Executive Offices)

858-676-1112

(Registrant's telephone number, including area code)

N/A

(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 240.14.a-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.

LRAD Corporation (the “Company”) held its Annual Meeting of Stockholders on July 17, 2013. The following is a brief description of each matter voted upon at the 2013 Annual Meeting, as well as the number of votes cast for, against or withheld as to each matter and the number of abstentions and broker non-votes with respect to each matter:

Election of Directors:

The five individuals listed below were elected at the 2013 Annual Meeting to serve for a one-year term on the Company’s Board of Directors:

| <u>Nominee</u> | <u>Number of Shares</u> | |
|------------------------|-------------------------|-----------------|
| | <u>Voted For</u> | <u>Withheld</u> |
| Thomas R. Brown | 13,103,606 | 498,971 |
| Laura M. Clague | 13,101,384 | 501,193 |
| General John G. Coburn | 13,476,124 | 126,453 |
| Richard H. Osgood III | 13,474,230 | 128,347 |
| Dennis J. Wend | 13,477,924 | 124,653 |

Ratification of Independent Registered Public Accounting Firm:

The ratification of the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company’s independent registered public accounting firm for the fiscal year ended September 30, 2013 was approved by the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 27,815,611 | 142,225 | 18,609 |

Advisory Vote on the Compensation of our Named Executive Officers:

The compensation of the Company’s named executive officers as described in its Proxy Statement was approved, on an advisory, non-binding basis, by the following votes:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker</u> | <u>Non-Votes</u> |
|------------|----------------|----------------|---------------|------------------|
| 12,556,760 | 647,109 | 398,708 | 14,373,868 | |



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 thereunto duly authorized.

Date: July 18, 2013

LRAD Corporation

By: /s/ Katherine H. McDermott
Katherine H. McDermott
Chief Financial Officer