

SONIC FOUNDRY INC  
Form 8-K  
March 08, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

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

March 8, 2012 (March 7, 2012) Date of Report (Date of earliest event reported)

**Sonic Foundry, Inc.**

(Exact name of registrant as specified in its chapter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**1-14007**  
(Commission  
File Number)

**39-1783372**  
(IRS Employer  
Identification No.)

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**222 W. Washington Ave**

**Madison, WI 53703**  
(Address of principal executive offices)

**(608) 443-1600**  
(Registrant's telephone number)

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 Annual Meeting of Stockholders was held on March 7, 2012. A quorum consisting of approximately 92% of the Company's common stock issued and outstanding was represented either in person or by proxy. At the meeting the following proposals were approved by the stockholders:

1. To elect one director to hold office for a term of five years, and until his successor is duly elected and qualified.
2. To vote on a Proposal to amend the 2009 Stock Incentive Plan to increase the number of shares of common stock subject to the plan by 600,000.
3. To vote on a Proposal to amend the 2008 Sonic Foundry Non-Employee Directors Stock Option Plan to increase the number of shares of common stock subject to the plan by 50,000.
4. To ratify the appointment of Grant Thornton LLP as our independent auditors for the fiscal year ending September 30, 2012.

	For	Against	Withheld	Abstention	Broker Non-votes
Proposal#1:					
MichaelH. Janowiak	1,133,142		217,058		2,196,740
Proposal#2	833,108	514,683		2,409	2,196,740
Proposal#3	899,241	445,285		5,674	2,196,740
Proposal#4	3,414,373	123,942		8,625	

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 thereunto duly authorized.

Sonic Foundry, Inc.

(Registrant)

March 8, 2012

By: /s/ Kenneth A. Minor  
Kenneth A. Minor

Chief Financial Officer