

CYBEROPTICS CORP  
Form 8-K  
May 22, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K**

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**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, 2012

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**CyberOptics Corporation**

(Exact name of registrant as specified in its charter)

|   |                     |   |
|---|---------------------|---|
| Minnesota   | (0-16577)           | 41-1472057                                    |
| (State or other jurisdiction of<br>incorporation or organization) | Commission File No. | (I.R.S.<br>Employer<br>Identification<br>No.) |

|  |  |            |
|--|--|------------|
| 5900 Golden Hills Drive                  |  |            |
| Minneapolis, Minnesota                   |  | 55416      |
| (Address of principal executive offices) |  | (Zip Code) |

**(763) 542-5000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

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.**

CyberOptics Corporation held its annual meeting of shareholders on May 21, 2012. At the meeting, each of Alex B. Cimochoowski, Craig D. Gates, Kathleen P. Iverson, Subodh K. Kulkarni, Irene M. Qualters, and Michael M. Selzer, Jr. were reelected as directors to serve until the annual shareholder meeting in 2013 or until their successors are elected and qualify. The shareholders also approved an amendment to the CyberOptics 1998 Stock Incentive Plan to increase the number of shares that may be issued under the plan by 350,000. Finally, the shareholders ratified the appointment of Grant Thornton LLP as CyberOptics' independent registered public accounting firm for the year ending December 31, 2012.

As of the April 2, 2012 record date for the meeting, there were 6,933,116 shares of common stock issued and outstanding and 6,307,482 shares were represented at the annual meeting. The voting results were as follows:

1. Election of Directors

|                        | For       | Withheld | Broker<br>Non-Votes |
|------------------------|-----------|----------|---------------------|
| Alex B. Cimochoowski   | 4,055,719 | 69,031   | 2,182,732           |
| Craig D. Gates         | 4,055,693 | 69,057   | 2,182,732           |
| Kathleen P. Iverson    | 4,054,219 | 70,531   | 2,182,732           |
| Subodh K. Kulkarni     | 4,055,719 | 69,031   | 2,182,732           |
| Irene M. Qualters      | 4,055,719 | 69,031   | 2,182,732           |
| Michael M. Selzer, Jr. | 4,055,719 | 69,031   | 2,182,732           |

2. Approval of an Amendment to the 1998 Stock Incentive Plan

Shareholders approved an amendment to the CyberOptics 1998 Stock Incentive Plan to increase the number of shares that may be issued under the plan by 350,000, by a vote of 3,922,183 shares in favor, 178,495 shares against, 24,072 shares abstaining and 2,182,732 broker non-votes.

3. Ratification of Auditors

Shareholders ratified the appointment of Grant Thornton LLP by a vote of 6,248,893 shares in favor, 54,061 shares against, 4,528 shares abstaining, and no broker non-votes.

**SIGNATURES**

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

CYBEROPTICS CORPORATION.

By /s/ JEFFREY A. BERTELSEN  
Jeffrey A. Bertelsen, Chief Financial Officer

Dated: May 22, 2012