

COGNEX CORP  
Form 8-K/A  
August 01, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**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 27, 2011  
Cognex Corporation**

(Exact Name of Registrant as Specified in Charter)  
Massachusetts

(State or Other Jurisdiction of Incorporation)

001-34218

04-2713778

(Commission File Number)

(IRS Employer Identification No.)

One Vision Drive, Natick, Massachusetts

01760-2059

(Address of Principal Executive Offices)

(Zip Code)

(508) 650-3000

(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 (*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))
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**Explanatory Note**

This Form 8-K/A is being filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Cognex Corporation (the Company ) with the Securities and Exchange Commission on April 27, 2011 (the Original Filing ). The sole purpose of this Amendment No. 1 is to disclose the Company s decision regarding how frequently it will conduct shareholder advisory votes on executive compensation. No other changes have been made to the Original Filing.

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

On April 27, 2011, the Company held a Special Meeting of Shareholders in lieu of the 2011 Annual Meeting at which the Company s shareholders voted on, among other things, a non-binding proposal regarding the frequency of future shareholder advisory votes on the compensation of the Company s named executive officers ( say-on-pay ). As previously reported by the Company in the Original Filing, a majority of the votes cast on the frequency proposal were cast in favor of holding annual say-on-pay votes. After considering the voting results, the Company has decided to conduct an advisory vote on the compensation of the Company s named executive officers on an annual basis until the next advisory vote on the frequency of such say-on-pay votes.

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**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.

COGNEX CORPORATION

Date: August 1, 2011

By: /s/ Richard A. Morin  
Name: Richard A. Morin  
Title: Executive Vice President of Finance  
and Administration, and Chief  
Financial Officer