

Titan Machinery Inc.  
Form 8-K  
June 04, 2013

**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**

Date of Report (Date of earliest event reported): **May 30, 2013**

**TITAN MACHINERY INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-33866**  
(Commission File Number)

**45-0357838**  
(IRS Employer  
Identification No.)

**644 East Beaton Drive, West Fargo ND 58078-2648**

(Address of Principal Executive Offices) (Zip Code)

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(701) 356-0130

(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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2013 Annual Meeting of Stockholders of Titan Machinery Inc. (the Company) was held on May 30, 2013. The votes cast with respect to each item of business properly presented at the meeting are as follows:

Proposal No. 1 The stockholders elected each of the three Class III nominees to the Board of Directors for a three-year term.

|                | <b>For</b> | <b>Withheld</b> |
|----------------|------------|-----------------|
| John Bode      | 13,775,326 | 3,105,889       |
| Stanley Dardis | 16,528,284 | 352,931         |
| David Meyer    | 16,064,273 | 816,942         |

Proposal No. 2 The stockholders adopted the non-binding resolution approving the compensation of the Company's Named Executive Officers as described in the Company's 2013 Proxy Statement.

|         |            |
|---------|------------|
| For     | 16,600,908 |
| Against | 130,968    |
| Abstain | 149,339    |

Proposal No. 3 The stockholders did not approve the Company's 2013 Equity Incentive Plan. Under Delaware law, a proposal must receive the affirmative vote of a majority of the shares present and entitled to vote. Shares voted Abstain had the same effect as votes against the proposal.

|         |           |
|---------|-----------|
| For     | 8,384,676 |
| Against | 8,163,921 |
| Abstain | 332,618   |

**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.

Dated: June 4, 2013

TITAN MACHINERY INC.

By /s/ Mark P. Kalvoda  
Mark P. Kalvoda  
Chief Financial Officer