

LANTRONIX INC  
Form 8-K  
November 20, 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): **November 19, 2013**

**LANTRONIX, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

**1-16027**

**33-0362767**

(State or other jurisdiction of incorporation) (Commission File Number)

(IRS Employer

Identification No.)

**167 Technology Drive**

**Irvine, California 92618**

(Address of principal executive offices, including zip code)

**(949) 453-3990**

(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 (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**

Lantronix, Inc. (the “Company”) held its Annual Meeting of Stockholders on November 19, 2013. Of the 14,579,764 shares of the Company’s common stock entitled to vote at the Annual Meeting, a total of 13,700,357 shares were represented at the Annual Meeting in person or by proxy. The voting results for each item of business properly presented at the Annual Meeting are set forth below.

***Proposal 1: Election of Directors***

All of the Company’s nominees as listed in the Proxy Statement were elected with the following votes:

| Name of Nominee  | Votes For | Votes Withheld | Broker<br>Non-Votes |
|------------------|-----------|----------------|---------------------|
| Bernhard Bruscha | 9,724,156 | 112,586        | 3,863,615           |
| Kurt Busch       | 9,767,831 | 68,911         | 3,863,615           |
| Bruce C. Edwards | 9,768,497 | 68,245         | 3,863,615           |
| Paul F. Folino   | 9,478,189 | 358,553        | 3,863,615           |
| Hoshi Printer    | 9,724,073 | 112,669        | 3,863,615           |

***Proposal 2: Ratification of Appointment of Independent Registered Public Accountants***

The proposal to ratify the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company’s independent registered public accountants for the fiscal year ending June 30, 2014 was approved with the following vote:

| Votes For  | Votes Against | Abstentions | Broker<br>Non-Votes |
|------------|---------------|-------------|---------------------|
| 13,468,274 | 205,456       | 26,627      | 0                   |

***Proposal 3: Advisory Vote on Executive Compensation***

The proposal to approve, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers was approved with the following vote:

| Votes For | Votes Against | Abstentions | Broker<br>Non-Votes |
|-----------|---------------|-------------|---------------------|
| 9,756,034 | 58,613        | 22,095      | 3,863,615           |

***Proposal 4: Frequency of Advisory Votes on Executive Compensation***

The stockholders voted, on a non-binding advisory basis, to recommend that future advisory votes on the compensation paid to the Company’s named executive officers be held every year, with the following vote:

| Every Year | Every Two Years | Every Three Years | Abstentions |
|------------|-----------------|-------------------|-------------|
| 9,707,009  | 22,783          | 76,714            | 30,236      |

In light of the results of the advisory vote on the frequency of advisory votes on executive compensation as disclosed above, the Company has determined that it will hold an advisory vote on executive compensation on an annual basis until the next required vote on the frequency of stockholder votes on executive compensation.

**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 hereunto duly authorized.

Date: November 20, 2013 LANTRONIX, INC.

By: */s/ Jeremy Whitaker*  
Jeremy Whitaker

Chief Financial  
Officer

