

EVOLVING SYSTEMS INC  
Form 8-K  
June 25, 2012

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## 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)

**June 20, 2012**

### **Evolving Systems, Inc.**

(Exact name of registrant as specified in its charter)

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

**0-24081**  
(Commission File Number)

**84-1010843**  
(I.R.S. Employer Identification  
No.)

**9777 Pyramid Court, Suite 100, Englewood, Colorado 80112**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(303) 802-1000**

**Not applicable**

## Edgar Filing: EVOLVING SYSTEMS INC - Form 8-K

(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**

Evolving Systems held its Annual Meeting of Stockholders on June 20, 2012 ( Annual Meeting ) at the Company s headquarters in Englewood, Colorado. The Company is providing the following information regarding the results of the matters voted on by stockholders at the Annual Meeting.

Thaddeus Dupper, David J. Nicol, David S. Oros, Richard R. Ramlall, and John B. Spirtos were elected to the Board of Directors. The stockholders also ratified the Board of Directors appointment of Friedman LLP as the Company s independent registered public accounting firm for the year ended December 31, 2012.

The final voting results on these matters were as follows:

1. Election of Directors

| <b>Name</b>        | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Percentage For</b> |
|--------------------|------------------|-----------------------|-----------------------|
| Thaddeus Dupper    | 7,710,218        | 12,118                | 67.63                 |
| David J. Nicol     | 7,668,719        | 53,617                | 67.26                 |
| David S. Oros      | 7,670,372        | 51,964                | 67.28                 |
| Richard R. Ramlall | 7,711,600        | 10,736                | 67.64                 |
| John B. Spirtos    | 7,668,972        | 53,364                | 67.27                 |

2. Ratification of the selection of Friedman LLP as our independent registered public accounting firm to audit the consolidated financial statements of Evolving Systems for its fiscal year ending December 31, 2012.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Abstained</b> | <b>Broker Non-Votes</b> | <b>Percentage For</b> |
|------------------|----------------------|------------------------|-------------------------|-----------------------|
| 10,689,201       | 94,180               | 1,726                  | 0.00                    | 93.76                 |

**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 25, 2012

Evolving Systems, Inc.

By:

/s/ DANIEL J. MOORHEAD  
Daniel J. Moorhead  
Vice President, Finance & Administration