

Super Micro Computer, Inc.
Form 8-K
February 11, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): February 8, 2011

SUPER MICRO COMPUTER, INC.

(Exact name of registrant specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33383
(Commission
File Number)

77-0353939
(I.R.S. Employer
Identification No.)

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980 Rock Avenue, San Jose, California 95131

(Address of principal executive offices, including Zip Code)

Registrant's telephone, including area code: (408) 503-8000

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))

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

The annual meeting of stockholders of the Company was held on February 8, 2011 (the Annual Meeting). Set forth below are the proposals on which the Company's stockholders voted at the Annual Meeting and the voting results for each proposal.

Proposal 1: A proposal to elect the following two directors to serve for three-year terms to expire at the 2013 annual meeting of stockholders or until their successors are duly elected and qualified:

| | Votes For | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|---------------|-----------|------------|----------------|-------------|------------------|
| Charles Liang | | 32,003,821 | 253,483 | N/A | 5,963,694 |
| Sherman Tuan | | 31,022,328 | 1,234,976 | N/A | 5,963,694 |

Both director nominees were duly elected.

Proposal 2: A proposal to approve a non-binding advisory resolution regarding executive compensation:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| | 31,859,359 | 125,207 | 811,661 | 5,424,771 |

Proposal 2 was approved.

Proposal 3: A proposal to approve an advisory vote on the frequency of future advisory voting on the compensation of the Company's named executive officers:

| | Votes For- One Year | Votes For- Two Years | Votes For- Three Years | Abstentions | Broker Non-Votes |
|--|------------------------|-------------------------|---------------------------|-------------|------------------|
| | 12,050,007 | 69,717 | 19,859,141 | 817,362 | 5,424,771 |

An advisory vote for every three years was approved.

Proposal 4: A proposal to approve an amendment to the 2006 Equity Incentive Plan:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| | 18,605,519 | 13,433,939 | 756,769 | 5,424,771 |

Proposal 4 was approved.

Proposal 5: A proposal to approve certain provisions of the 2006 Equity Incentive Plan:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| | 30,822,875 | 1,216,663 | 756,689 | 5,424,771 |

Proposal 5 was approved.

Proposal 6: A proposal to ratify the appointment of Deloitte & Touche LLP to serve as the Company's independent auditors for the fiscal year ending June 30, 2011:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|------------|---------------|-------------|------------------|
| | 35,979,847 | 45,213 | 11,768 | 2,184,170 |

Proposal 6 was approved.

Item 9.01 Financial Statements and Exhibits

Exhibit

| Number | Description |
|---------------|--|
| 10.1 | Super Micro Computer, Inc. 2006 Equity Incentive Plan, as amended, incorporated by reference to Appendix A of the Company's Definitive Proxy Statement filed on January 18, 2011 |

SIGNATURES

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

SUPER MICRO COMPUTER, INC.

Date: February 11, 2011

By: /s/ Charles Liang
President and Chief Executive Officer

Exhibit Index

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