

SMITH MICRO SOFTWARE INC  
Form 8-K  
May 29, 2013

**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) May 28, 2013**

**Smith Micro Software, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**01-35525**  
(Commission)

**33-0029027**  
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

**51 Columbia,**

**Aliso Viejo, California**  
(Address of principal executive offices)

**92656**  
(Zip Code)

**Registrant's telephone number, including area code (949) 362-5800**

**None**

**(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
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ..  Pre-commencement communications pursuant to Rule 4d-2(b) under the Exchange Act
- ..  Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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

On May 28, 2013, Smith Micro Software, Inc. (the Company) held its 2013 Annual Meeting of Stockholders (the Annual Meeting). Three proposals were submitted to, and approved by, stockholders at the Annual Meeting. The proposals are described in detail in the Company's proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 5, 2013. The final results for the votes regarding each proposal are set forth below.

1. Stockholders elected two directors to the Company's Board of Directors to hold office until the 2016 Annual Meeting of Stockholders or until their successors are duly elected and qualified. The votes regarding this proposal were as follows:

| Name of Nominee | For        | Withheld  | Broker Non-Votes |
|-----------------|------------|-----------|------------------|
| Samuel Gulko    | 15,670,525 | 1,365,889 | 13,574,531       |
| Andrew Arno     | 15,670,820 | 1,365,594 | 13,574,531       |

2. The non-binding advisory resolution on executive compensation ( Say-on-Pay ) was approved. The votes regarding this proposal were as follows:

| For        | Against   | Abstained | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 15,474,950 | 1,188,101 | 373,363   | 13,574,531       |

3. The resolution to ratify the selection of SingerLewak LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was approved. The votes regarding this proposal were as follows:

| For        | Against | Abstained | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 29,363,614 | 711,750 | 535,581   | 0                |

**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.

SMITH MICRO SOFTWARE, INC.  
(Registrant)

May 29, 2013  
Date

By: /s/ Andrew C. Schmidt  
Name: Andrew C. Schmidt  
Title: Vice President and Chief Financial Officer