



**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Lantronix, Inc. (the “Company”) held its Annual Meeting of Stockholders on November 13, 2018. Of the 21,769,282 shares of the Company’s common stock entitled to vote at the Annual Meeting, a total of 20,047,088 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 six of the Company’s director nominees were elected with the following votes:

Name of Nominee	Broker	
	Votes For	Votes Withheld Non-Votes
Jeffrey Benck	12,845,965 79,297	7,121,826
Bernhard Bruscha	12,793,506 131,756	7,121,826
Bruce C. Edwards	12,840,042 85,220	7,121,826
Paul F. Folino	12,660,184 265,078	7,121,826
Martin Hale, Jr.	12,839,892 85,370	7,121,826
Hoshi Printer	12,838,322 86,940	7,121,826

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

The proposal to ratify the appointment of Squar Milner, LLP as the Company’s independent registered public accountants for the fiscal year ending June 30, 2019 was approved with the following vote:

Broker

Edgar Filing: LANTRONIX INC - Form 8-K

Votes For	Votes Against	Abstentions	Non-Votes
20,017,375	28,016	1,697	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:

Broker

Votes For	Votes Against	Abstentions	Non-Votes
12,786,741	114,658	23,863	7,121,826

***Proposal 4: Approval of Amendment to the 2013 Employee Stock Purchase Plan***

The proposal to approve an amendment to the Company's 2013 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance under the plan by 500,000 shares was approved with the following vote:

Broker

Votes For	Votes Against	Abstentions	Non-Votes
12,718,610	196,231	10,421	7,121,826

**Item 9.01 Financial Statements and Exhibits.**

Exhibit Number	Description
99.1	<u>Lantronix, Inc. 2013 Employee Stock Purchase Plan, as Amended on November 13, 2018</u>

**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 LANTRONIX, INC.  
15, 2018

By: /s/ Jeremy Whitaker  
Jeremy Whitaker  
  
Chief Financial  
Officer



**EXHIBIT INDEX**

Exhibit Number	Description
99.1	Lantronix, Inc. 2013 Employee Stock Purchase Plan, as Amended on November 13, 2018



