

UNIVERSAL SECURITY INSTRUMENTS INC
Form 8-K
October 17, 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): **October 17, 2013**

UNIVERSAL SECURITY INSTRUMENTS, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Maryland | 0-7885 | 52-0898545 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

11407 Cronhill Drive, Suite A, Owings Mills, Maryland 21117

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(410) 363-3000**

Inapplicable

(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))

INFORMATION TO BE INCLUDED IN THE REPORT

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

The Annual Meeting of Stockholders of Universal Security Instruments, Inc. (the “**Company**”) was held on October 17, 2013. The matters submitted to the stockholders for a vote were: (i) the election of two directors; (ii) a non-binding resolution approving the compensation of the executive officers named in the proxy statement; (iii) a non-binding vote on the frequency of stockholder votes on the compensation of the executive officers named in the proxy statement; and (iv) the authorization of the Company’s Board of Directors to accept the selection by the Audit Committee of an outside auditing firm for the Company’s 2014 fiscal year.

Of the 2,287,887 shares entitled to notice of and to vote at the meeting, 1,970,397 shares (or 86.12% of the total shares) were represented at the meeting.

The nominees submitted for election as directors were Cary Luskin and Ira F. Bormel, each for a term of three (i) years, as described in the Proxy Statement distributed to stockholders in connection with the meeting. The following are the voting results (in number of shares) with respect to the election of directors:

| <u>Name</u> | <u>For</u> | <u>Withhold</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|------------|-----------------|----------------|-----------------------------|
| Cary Luskin | 783,560 | 334,922 | 0 | 851,915 |
| Ira F. Bormel | 785,049 | 333,433 | 0 | 851,915 |

As a result, the nominees were elected. Harvey B. Grossblatt and Ronald A. Seff, M.D. were not up for re-election and continue in office as Directors after the Meeting.

(ii) The results of the vote on the non-binding resolution approving the compensation of the executive officers named in the proxy statement were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-----------------------------|
| 677,489 | 433,610 | 7,383 | 851,915 |

As a result, the resolution was approved.

(iii) The results of the non-binding vote on the frequency of stockholder votes on the compensation of the executive officers named in the proxy statement were as follows:

| <u>One Year</u> | <u>Two Years</u> | <u>Three Years</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|-----------------|------------------|--------------------|----------------|-----------------------------|
| 662,384 | 8,423 | 414,703 | 0 | 884,887 |

As a result, the frequency of every year was approved. Consistent with the non-binding vote of the stockholders, the Company has determined to hold future advisory votes on executive compensation every year.

(iv) The results of the vote on the proposal to authorize selection of an auditor were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-----------------------------|
| 1,818,147 | 151,810 | 440 | 0 |

As a result, the proposal was approved.

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 thereunto duly authorized.

UNIVERSAL SECURITY
INSTRUMENTS, INC.

(Registrant)

Date: October 17, 2013 By: /s/ Harvey B. Grossblatt
Harvey B. Grossblatt
President

- 3 -