

GIGA TRONICS INC  
Form 8-K  
September 04, 2015  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 2, 2015

GIGA-TRONICS INCORPORATED  
(Exact name of registrant as specified in its charter)

California 94-2656341  
(State  
or  
other  
jurisdiction)  
Commission File No. (IRS Employer Identification Number)  
of  
incorporation)

4650 Norris Canyon Road, San Ramon, CA 94583  
(Address of principal executive offices, including zip code)

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(925) 328-4650

(Registrant's telephone number, including area code)

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.**

On September 2, 2015, Giga-tronics Incorporated (the “Company”) held its annual meeting of shareholders. There were issued and outstanding on July 13, 2015, the record date for the meeting, 6,725,281 shares of Common Stock and an aggregate of 18,534 shares of Convertible Voting Perpetual Preferred Stock eligible to vote. The Convertible Voting Perpetual Preferred Stock, all of which is held by Alara Capital AVI II, LLC, entitles the holder to vote with holders of the Common Stock at the rate of 100 votes per share.

Holders of a total of 5,620,675 (84%) shares of Common Stock and 18,534 (100%) shares of Convertible Voting Perpetual Preferred Stock were present at the meeting in person or represented by proxy.

All proposals passed, with the votes listed below.

1. Elect seven directors to the Company’s Board of Directors for the ensuing year:

	<b>Election of Directors Votes For*</b>		<b>Votes Withheld</b>	<b>Abstentions and Broker Nonvotes</b>
Gordon L. Almquist	3,675,233	56,035		3,742,807
James A. Cole	3,677,033	54,235		3,742,807
Garrett A. Garrettson	3,675,183	56,085		3,742,807
Kenneth A. Harvey	3,699,233	32,035		3,742,807
Lutz P. Henckels	3,548,333	182,935		3,742,807
John R. Regazzi	3,697,233	34,035		3,742,807
William J. Thompson	3,572,533	158,735		3,742,807

\* Totals include 1,853,400 votes represented by 18,534 shares of the Company’s Convertible Voting Perpetual Preferred Stock.

The foregoing proposal passed; all nominees have been elected as Directors for the ensuing year.

2. Ratify the appointment of Crowe Horwath LLP as independent certified public accountants for the fiscal year ending March 26, 2016:

**Votes For\* Against Abstain**

7,396,163 68,267 9,645

\* Total includes 1,853,400 votes represented by 18,534 shares of the Company's Convertible Voting Perpetual Preferred Stock.

The foregoing proposal has been approved.

3. To Approve on an advisory basis the named executive officer compensation.

**Votes For\* Against Abstain Broker Nonvotes**

3,625,902 52,407 52,959 3,742,807

\* Total includes 1,853,400 votes represented by 18,534 shares of the Company's Convertible Voting Perpetual Preferred Stock.

The foregoing proposal has been approved.

4. To Approve an Amendment to the 2005 Equity Incentive Plan increasing the number of shares available for grant as awards.

**Votes For\* Against Abstain Broker Nonvotes**

3,483,676 196,319 51,273 3,742,807

\* Total includes 1,853,400 votes represented by 18,534 shares of the Company's Convertible Voting Perpetual Preferred Stock.

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The foregoing proposal has been approved.

5. Any other business as may properly come before the meeting.

<b>Votes For*</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker</b>	<b>Nonvotes</b>
6,408,795	871,108	194,166	3,742,807	

\* Total includes 1,853,400 votes represented by 18,534 shares of the Company's Convertible Voting Perpetual Preferred Stock.

The foregoing proposal has been approved.

No other matters were presented for approval.

#### 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.

GIGA-TRONICS INCORPORATED

Date: September 3, 2015

By: /s/ Steven D. Lance

Steven D. Lance

Vice President, Finance, Chief Financial Officer