

TRANSCAT INC  
Form 8-K  
September 16, 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)

**September 13, 2011**  
**Transcat, Inc.**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**000-03905**  
(Commission  
File Number)

**16-0874418**  
(IRS Employer  
Identification No.)

**35 Vantage Point Drive, Rochester, New York**  
(Address of principal executive offices)

**14624**  
(Zip Code)

Registrant's telephone number, including area code

**585-352-7777**

(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)

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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.**

At the annual meeting of shareholders of Transcat, Inc. (the Company) held on September 13, 2011, the Company's shareholders voted on the matters described below.

**Proposal 1.** The Company's shareholders elected the following nominees as directors, each for a three-year term expiring in 2014.

| Director Nominee    | Votes For | Authority Withheld | Broker Non-Votes* |
|---------------------|-----------|--------------------|-------------------|
| Richard J. Harrison | 4,948,733 | 40,551             | 260,964           |
| Harvey J. Palmer    | 4,967,133 | 22,151             | 260,964           |
| John T. Smith       | 4,969,133 | 20,151             | 260,964           |

**Proposal 2.** The Company's shareholders approved the Transcat, Inc. 2003 Incentive Plan, as Amended and Restated.

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes* |
|-----------|---------------|-----------------|-------------------|
| 4,733,502 | 228,767       | 27,514          | 260,964           |

**Proposal 3.** The Company's shareholders ratified the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2012.

| Votes For | Votes Against | Votes Abstained |
|-----------|---------------|-----------------|
| 5,215,718 | 12,244        | 22,785          |

\* Broker non-votes represent shares held by broker nominees for beneficial owners that were not voted with respect to a non-routine proposal because the broker nominee did not receive voting instructions from the beneficial owner and lacked discretionary authority to vote the shares. If a broker does not receive voting instructions from the beneficial owner, a broker may vote on routine matters but may not vote on non-routine matters. Broker non-votes are counted for the purpose of determining the presence or absence of a quorum, but are not counted for the purpose of determining the number of shares entitled to vote on non-routine matters, such as the election of directors and approval of the amended and restated incentive plan.

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.

**TRANSCAT, INC.**

Dated: September 16, 2011

By: /s/ John J. Zimmer  
 John J. Zimmer  
 Senior Vice President of Finance and Chief Financial Officer