

LANTRONIX INC  
Form 8-K  
November 15, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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): **November 14, 2017**

**LANTRONIX, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

**1-16027**

**33-0362767**

(State or other jurisdiction of incorporation) (Commission File Number)

(IRS Employer

Identification No.)

**7535 Irvine Center Drive, Suite 100**

**Irvine, California 92618**

(Address of principal executive offices, including zip code)

**(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 14, 2017. Of the 17,917,892 shares of the Company’s common stock entitled to vote at the Annual Meeting, a total of 16,543,567 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:

|                  | Broker     |                |           |
|------------------|------------|----------------|-----------|
| Name of Nominee  | Votes For  | Votes Withheld | Non-Votes |
| Jeffrey Benck    | 12,142,189 | 259,863        | 4,141,515 |
| Bernhard Bruscha | 11,908,451 | 493,601        | 4,141,515 |
| Bruce C. Edwards | 11,772,640 | 629,412        | 4,141,515 |
| Paul F. Folino   | 11,309,530 | 1,092,522      | 4,141,515 |
| Martin Hale, Jr. | 11,787,179 | 614,873        | 4,141,515 |
| Hoshi Printer    | 11,732,850 | 669,202        | 4,141,515 |

***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, 2018 was approved with the following vote:

| Broker     |               |             |           |
|------------|---------------|-------------|-----------|
| Votes For  | Votes Against | Abstentions | Non-Votes |
| 16,401,291 | 5,483         | 136,793     | 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 |
|------------|---------------|-------------|-----------|
| 11,993,233 | 380,673       | 28,146      | 4,141,515 |

***Proposal 4: Approval of Amendment to Amended and Restated 2010 Stock Incentive Plan***

The proposal to approve an amendment to the Company's Amended and Restated 2010 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance under the plan by 2,000,000 shares was approved with the following vote:

Broker

| Votes For  | Votes Against | Abstentions | Non-Votes |
|------------|---------------|-------------|-----------|
| 10,732,414 | 1,654,941     | 14,697      | 4,141,515 |

**Item 9.01**

**Financial Statements and Exhibits.**

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | <u>Lantronix, Inc. Amended and Restated Stock Incentive Plan, as Amended on November 14, 2017</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 15, 2017 LANTRONIX, INC.

By: */s/ Jeremy Whitaker*  
Jeremy Whitaker

Chief Financial  
Officer

**EXHIBIT INDEX**

| Exhibit Number | Description   |
|----------------|---|
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