

CYANOTECH CORP
Form 8-K
August 31, 2012

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

August 27, 2012

Date of Report: (Date of earliest event reported)

Cyanotech Corporation

(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation)

000-14602
(Commission File Number)

91-1206026
(IRS Employer Identification
Number)

73-4460 Queen Kaahumanu Highway, Suite #102, Kailua Kona, HI 96740

(Address of principal executive offices)

(808) 326-1353

(Registrant's telephone number)

Not Applicable

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

On August 27, 2012, the Company held its 2012 Annual Meeting of the Stockholders (the Annual Meeting). The Stockholders re-elected the Board of Directors and approved the proposals listed below. The final results for the votes regarding each item or proposal are set forth below. The proposals are described in detail in the Company's proxy statement filed as Appendix A to Schedule 14A with the Securities and Exchange Commission on July 18, 2012.

1. To elect five directors among the nominees named in the proxy statement.

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|-----------|----------------|------------------|
| Brent D. Bailey | 2,723,614 | 20,518 | 1,711,458 |
| Ralph K. Carlton | 2,725,297 | 18,835 | 1,711,458 |
| Thomas F. Chen | 2,725,516 | 18,616 | 1,711,458 |
| Gerald R. Cysewski | 2,681,954 | 62,178 | 1,711,458 |
| Michael A. Davis | 2,716,878 | 27,254 | 1,711,458 |

2. To amend and restate Article III of the Company's Amended and Restated Articles of Incorporation to increase the number of authorized shares to 60,000,000 to be comprised of 50,000,000 shares of common stock, par value \$0.02 per share, and 10,000,000 of preferred stock, par value \$0.01 per share.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 3,856,522 | 486,598 | 112,470 | 0 |

3. To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2013.

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,375,202 | 22,418 | 57,970 | 0 |

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.

CYANOTECH CORPORATION

Dated: August 31, 2012

/s/ Jole Deal

By:

Jole Deal
Vice President Finance and
Administration, Chief Financial
Officer, Treasurer and Secretary