

DATA I/O CORP
Form 8-K
May 22, 2017

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **May 18, 2017**

Data I/O Corporation

(Exact name of registrant as specified in its charter)

Washington

(State or other jurisdiction
of incorporation)

0-10394

(Commission File
Number)

91-0864123

(IRS Employer
Identification No.)

6645 185th Ave. N.E., Suite 100, Redmond, WA 98052

(Address of principal executive offices, including zip code)

(425) 881-6444

(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:

☐ 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

☐

Items reported in this filing:

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

Item 7.01: Regulation FD Disclosure

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

Annual Meeting of Shareholders Voting Results.

FIRST: The Annual Meeting of Shareholders of Data I/O Corporation was convened at 10 a.m. Pacific, on May 18, 2017, at the Company's headquarters, 6645 185th Ave NE, Suite 100, Redmond, Washington.

SECOND: There were issued and outstanding on March 17, 2017, the record date, **8,048,516** shares of Common Stock.

THIRD: There were present at said meeting in person or by proxy, shareholders of the Corporation who were the holders of **7,574,266 (94.11%)** shares of Common Stock entitled to vote, thereby constituting a quorum.

FOURTH: The following nominees for election as Directors, to hold office for a term as defined in the proxy statement and until their successors are duly elected and qualified, received the number of votes set opposite their respective name:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-votes</u>
Anthony Ambrose	4,309,254	295,494	2,969,418
Brian T. Crowley	4,300,668	304,080	2,969,418
Alan B. Howe	4,285,545	309,203	2,969,418
Douglas W. Brown	4,299,748	305,000	2,969,418
Mark J. Gallenberger	4,300,868	303,880	2,969,418

The aforesaid nominees have been elected as Director.

FIFTH: The proposal to ratify the continued appointment of Grant Thornton LLP as the Company's independent auditors, received the following votes:

Percentage of For &

		<u>Votes</u>
<u>Against on this Proposal</u>		
For		
7,8535,834	99.63	
Against		
27,795	0.37	

Abstain
10,637

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The foregoing proposal has been approved.

SIXTH: The Amendment to the Data I/O 2000 Stock Compensation Incentive Plan, received the following votes:

Percentage of For &

Votes

Against on this Proposal

For
4,519,615

98.49

Against
69,333

1.51

Abstain
15,900

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Broker non-votes:

2,969,418

The foregoing proposal has been approved.

SEVENTH: The advisory vote (Say on Pay) approving the compensation of the Company's named executive officers, received the following votes:

Percentage of For &

Votes

Against on this Proposal

For		
4,573,861	99.55	
Against		
20,865	0.45	
Abstain		
10,122	--	
Broker non-votes:		2,969,418

The foregoing proposal has been approved.

Item 7.01: Regulation FD Disclosure

Investor Presentation

Data I/O has a new investor presentation. The presentation is being posted on the Company's website <http://www.dataio.com> on May 22, 2017 and can be found at the following web link:

<http://www.dataio.com/en-us/Company/InvestorRelations/WebcastsandPresentations.aspx> under the heading "Investor Presentations" with the title "May 22, 2017"

SIGNATURE

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.

Data I/O Corporation

May 19, 2017

By /s/Joel S. Hatlen_____

Joel S. Hatlen

Vice President – Operations & Finance

Chief Financial Officer

Secretary and Treasurer