

GSE SYSTEMS INC  
Form 8-K  
June 15, 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

Date of report (Date of earliest event reported) June 13, 2012

GSE SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 001-14785                | 52-1868008                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

1332 Londontown Blvd., Suite 200, Sykesville, MD 21784  
(Address of principal executive office and zip code)

(410) 970-7800  
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 (see General Instructions 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))

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

On June 13, 2012, the Company held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

[

| Proposal   | For       | Withheld | Total Votes Casts | Broker Non-Votes |
|--|-----------|----------|-------------------|------------------|
| 1) Election of Directors for a three year term expiring in 2015: |           |          |                   |                  |
| Joseph W. Lewis  | 9,450,558 | 406,444  | 9,857,002         | 6,343,918        |
| Jane Bryant Quinn  | 9,405,882 | 451,120  | 9,857,002         | 6,343,918        |
| O. Lee Tawes, III  | 9,463,223 | 393,779  | 9,857,002         | 6,343,918        |

The following directors are serving terms until the annual meeting in 2013 and were not re-elected at the June 13, 2012 annual meeting:

Jerome I. Feldman  
 Christopher D. Sorrells  
 James A. Eberle

The following directors are serving terms until the annual meeting in 2014 and were not re-elected at the June 13, 2012 annual meeting:

Sheldon L. Glashow  
 Roger L. Hagenruber

| Proposal   | For       | Against | Abstain | Total     | Broker Non-Votes |
|--|-----------|---------|---------|-----------|------------------|
| 2) Approval by non-binding vote, on the Company's executive compensation | 9,463,895 | 198,949 | 194,158 | 9,857,002 | 6,343,918        |

| Proposal  | For        | Against | Abstain | Total      |
|---|------------|---------|---------|------------|
| 3) Ratification of KPMG LLP as the Company's independent registered public accountants for the 2012 fiscal year | 16,182,926 | 15,696  | 2,298   | 16,200,920 |

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.

GSE SYSTEMS, INC.

Date: June 15, 2012

/s/ Jeffery G. Hough  
 Jeffery G. Hough  
 Senior Vice President and CFO