

BSQUARE CORP /WA  
Form 8-K  
June 17, 2016

**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 14, 2016**

**BSQUARE CORPORATION**

**(Exact name of Registrant as specified in its charter)**

**Washington**  
**(State or Other Jurisdiction**

**of Incorporation)**

**000-27687**  
**(Commission**

**File Number)**  
**110 110<sup>th</sup> Ave NE, Suite 300**

**91-1650880**  
**(IRS Employer**

**Identification No.)**

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**Bellevue, WA 98004**

**425-519-5900**

**(Address and Telephone Number of Registrant's Principal Executive Offices)**

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))

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

On June 14, 2016, at the 2016 Annual Meeting of Shareholders (the Annual Meeting ) of BSQUARE Corporation (the Company ), the Company s shareholders approved the three proposals listed below. The final results for the votes regarding each proposal are set forth below. The proposals are described in detail in the Company s definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission (the SEC ) on April 29, 2016.

1. To elect Kendra A VanderMeulen as a Class I Director, to serve for the ensuing three years and until her successor is duly elected and qualified.

| <b>Name</b>            | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|------------------------|------------------|-----------------------|-------------------------|
| Kendra A. VanderMeulen | 5,082,258        | 276,380               | 5,594,495               |

2. To approve on an advisory basis the compensation of the Company s named executive officers.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 4,881,470        | 462,357              | 14,811             | 5,594,495               |

3. To ratify the appointment of Moss Adams LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2016.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 10,846,199       | 12,113               | 94,821             |                         |

As previously disclosed on a Current Report on Form 8-K filed with the SEC on March 29, 2016, Elliott H. Jurgensen, Jr. had informed the Company that he intended to decline any request, if made, to stand for re-election to the Company s Board of Directors at the Annual Meeting, and therefore Mr. Jurgensen s term as a director of the Company expired as of the date of the Annual Meeting. As previously disclosed, there are no disagreements as contemplated by Item 5.02(a) of Form 8-K.

**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.

**BSQUARE CORPORATION**

Date: June 17, 2016

By: /s/ Jerry D. Chase

President and Chief Executive Officer