

IDT CORP  
Form 8-K  
December 18, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): December 15, 2014**

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**IDT CORPORATION**

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

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**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**1-16371**  
**(Commission File Number)**

**22-3415036**  
**(IRS Employer**  
**Identification No.)**

**520 Broad Street**

**07102**

**Newark, New Jersey**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (973) 438-1000**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

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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.**

(a) IDT Corporation's (the "Company") Annual Meeting of Stockholders was held on December 15, 2014 (the "Meeting"). Stockholders voted on the matters set forth below.

(b) (1) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the election of each of the Board of Directors nominees named in the Proxy Statement of the Company.

The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| <b>Nominee</b>    | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|-------------------|------------------|----------------------|--------------------|
| Michael Chenkin   | 5,867,100        | 389,401              | 41,380             |
| Eric F. Cosentino | 5,847,372        | 409,264              | 41,245             |
| Howard S. Jonas   | 5,687,770        | 570,422              | 39,689             |
| Bill Pereira      | 6,205,659        | 51,122               | 41,100             |
| Judah Schorr      | 5,864,206        | 392,613              | 41,062             |

There were 344,922 broker non-votes for this item.

(2) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the approval of the Company's 2015 Stock Option and Incentive Plan.

The number of votes cast with respect to this matter was as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 6,132,830        | 125,682              | 39,369             |

There were 344,922 broker non-votes for this item.

(3) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the ratification of the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for the Fiscal Year ending July 31, 2015.

The number of votes cast with respect to this matter was as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 6,596,201        | 1,958                | 44,644             |

There were no broker non-votes for this item.

**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.

**IDT CORPORATION**

By: /s/ Shmuel Jonas  
Name: Shmuel Jonas  
Title: Chief Executive Officer

Dated: December 18, 2014

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