

SMART ONLINE INC  
Form 8-K  
June 17, 2011

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 15, 2011

Smart Online, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other Jurisdiction of  
Incorporation)

001-32634  
(Commission File Number)

95-4439334  
(IRS Employer Identification No.)

4505 Emperor Blvd., Suite 320  
Durham, North Carolina  
(Address of Principal Executive Offices)

27703  
(Zip Code)

Registrant's telephone number, including area code: 919-765-5000

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

The 2011 Annual Meeting of Stockholders ("Annual Meeting") for Smart Online, Inc. (the "Company") was held on June 15, 2011. There were two proposals voted on, including an election of directors and the ratification of Cherry, Bekaert & Holland, L.L.P. as independent auditors for the fiscal year ended December 31, 2011. The proposals are described in detail in the Company's definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on May 2, 2011.

At the Annual Meeting, the following individuals were elected by the votes indicated as directors of the Company until the next annual meeting of stockholders:

Proposal 1:

| Nominees    | Shares For | Shares Withheld | Broker Non-Votes |
|-------------|------------|-----------------|------------------|
| Dror Zoreff | 14,833,040 | 1,200           | 666,290          |
| Shlomo Elia | 14,834,040 | 200             | 666,290          |
| Amir Elbaz  | 14,832,236 | 2,004           | 666,290          |

At the Annual Meeting, stockholders also ratified the appointment Cherry, Bekaert & Holland, L.L.P. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011. Voting results on this matter were as follows:

Proposal 2: Ratification of Auditors

Shares For: 15,498,542  
 Shares  
 Against: 200  
 Shares  
 Abstained: 1,788

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.

June 17, 2011

Smart Online, Inc.

By: /s/Dror Zoreff

Name: Dror Zoreff

Title: Interim President and Chief Executive Officer