

VERSAR INC  
Form 8-K  
November 17, 2014

**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): November 13, 2014

**VERSAR, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**                      **1-9309**                      **54-0852979**  
(State of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**6850 Versar Center**  
**Springfield, Virginia 22151**  
(Address of principal executive offices)  
(Zip Code)

**(703) 750-3000**  
(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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o 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.**

Versar, Inc. (the “Company”) held its 2014 Annual Meeting of Stockholders on November 13, 2014 in Springfield, Virginia. At the Annual Meeting, 8,563,574 shares of the Company’s common stock, or 88 % of the Company’s outstanding shares of common stock, were represented in person or by proxy. The results of the matter voted on at the Annual Meeting were as follows:

(1) The Election of Directors

Eight nominees to serve as directors of the Company were elected as indicated below:

|                       | <b><u>For</u></b> | <b><u>Withheld</u></b> | <b><u>Broker Non-Vote</u></b> |
|-----------------------|-------------------|------------------------|-------------------------------|
| Robert L. Durfee      | 5,010,289         | 1,143,054              | 2,410,231                     |
| James L. Gallagher    | 5,937,647         | 215,696                | 2,410,231                     |
| Amoretta M. Hoerber   | 5,933,665         | 219,678                | 2,410,231                     |
| Paul J. Hoeper        | 5,937,089         | 216,254                | 2,410,231                     |
| Amir A. Metry         | 5,934,065         | 219,278                | 2,410,231                     |
| Anthony L. Otten      | 5,917,396         | 235,947                | 2,410,231                     |
| Frederick M. Strader  | 5,937,247         | 216,096                | 2,410,231                     |
| Jeffrey A. Wagonhurst | 5,936,923         | 216,420                | 2,410,231                     |

(2) The compensation of the named executive officers (the “executive compensation”) was approved on an advisory basis as indicated below:

|  | <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Vote</u></b> |
|--|-------------------|-----------------------|-----------------------|-------------------------------|
|  | 5,528,013         | 599,724               | 25,606                | 2,410,231                     |

(3) The Amendment and Restatement of the 2005 Employee Stock Purchase Plan was approved as indicated below:

|  | <b><u>For</u></b> | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Vote</u></b> |
|--|-------------------|-----------------------|-----------------------|-------------------------------|
|  | 5,963,186         | 169,572               | 20,585                | 2,410,231                     |

(4) The appointment of Grant Thornton LLP as independent accountants for fiscal year 2015 was ratified as indicated below:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
|------------|----------------|----------------|

|           |         |        |
|-----------|---------|--------|
| 8,300,630 | 239,435 | 23,509 |
|-----------|---------|--------|

**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, thereunto duly authorized.

Dated: November 17, 2014 VERSAR, INC.

By: /s/ James D. Villa  
James D. Villa  
Senior Vice  
President and  
General Counsel