

AMERICAN PUBLIC EDUCATION INC  
Form 8-K  
May 17, 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): May 11, 2012

**AMERICAN PUBLIC EDUCATION, INC.**

(Exact Name of Registrant as Specified in its Charter)

**DELAWARE**  
(State or other jurisdiction

of Incorporation)

**001-33810**  
(Commission

File Number)

**01-0724376**  
(I.R.S. Employer

Identification No.)

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111 WEST CONGRESS STREET,

CHARLES TOWN, WV  
(Address of principal executive offices)

Registrant's telephone number, including area code: 304-724-3700

25414  
(Zip 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)
- .. 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**

The Annual Meeting of the stockholders of American Public Education, Inc. (the Company) was held on May 11, 2012 (the Annual Meeting). As of March 16, 2012, the date of record for determining the stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 17,886,107 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 16,794,484 shares of the Company's issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 26, 2012. The vote results detailed below represent final results as certified by the Inspector of Elections.

Proposal 1.

The Company's stockholders elected the following persons, who were listed in the Company's proxy statement for the Annual Meeting, to the Company's Board of Directors to hold office for the term expiring at the 2013 Annual Meeting of Stockholders or until their successors are elected and qualified or until his or her earlier death, resignation or removal:

|                        | Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|------------|---------------|-------------|------------------|
| Wallace E. Boston, Jr. | 15,614,408 | 19,265        | 505         | 1,160,306        |
| J. Christopher Everett | 15,421,364 | 212,126       | 688         | 1,160,306        |
| Barbara G. Fast        | 15,423,851 | 209,855       | 472         | 1,160,306        |
| F. David Fowler        | 15,423,409 | 210,081       | 688         | 1,160,306        |
| Jean C. Halle          | 15,615,712 | 17,976        | 490         | 1,160,306        |
| Timothy J. Landon      | 15,616,961 | 16,517        | 700         | 1,160,306        |
| Timothy T. Weglicki    | 15,616,090 | 17,570        | 698         | 1,160,306        |

Proposal 2.

The Company's stockholders approved in an advisory (non-binding) vote the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 15,302,469 | 324,380       | 7,328       | 1,160,307        |

Proposal 3.

The Company's stockholders ratified the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The votes regarding this proposal were as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 16,749,307 | 40,119        | 5,058       | 0                |

**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.

American Public Education, Inc.

Date: May 17, 2012

By: /s/ Harry T. Wilkins  
Harry T. Wilkins  
Executive Vice President and Chief Financial Officer