

INTELLIGENT SYSTEMS CORP

Form 8-K

May 28, 2013

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 23, 2013

INTELLIGENT SYSTEMS CORPORATION

(Exact name of Registrant as specified in its charter)

Georgia

(State or other jurisdiction
of incorporation or organization)

1-9330

Commission file number (I.R.S. Employer Identification No.)

58-1964787

4355 Shackleford Road, Norcross, Georgia

(Address of principal executive offices)

30093

(Zip Code)

Registrant's telephone number, including area code: **(770) 381-2900**

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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:

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 CFP 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.

At the Annual Meeting of Shareholders of Intelligent Systems Corporation (“Registrant”) on May 23, 2013, shareholders elected Philip H. Moise to the board of directors, to serve until the 2016 Annual Meeting. A total of 6,241,590 shares were voted at the meeting. The vote was as follows:

| | <u>For</u> | <u>Withheld</u> |
|-----------------|------------|-----------------|
| Philip H. Moise | 6,213,878 | 27,712 |

Shareholders also approved, by a non-binding advisory vote, the compensation of the Registrant’s named executive officers. The vote was as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 6,193,318 | 42,723 | 5,549 |

Shareholders also approved, by a non-binding advisory vote, the frequency of the shareholder advisory vote on named executive officers’ compensation. The vote was as follows:

| <u>Each year</u> | <u>Every 2 years</u> | <u>Every 3 years</u> | <u>Abstain</u> |
|------------------|----------------------|----------------------|----------------|
| 4,192,366 | 26,890 | 2,011,454 | 10,880 |

No other items were submitted to a vote of shareholders at the Annual Meeting.

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.

Date: May 28, 2013

INTELLIGENT SYSTEMS CORPORATION
(Registrant)
/s/ Bonnie L. Herron

By: Bonnie L. Herron
Chief Financial Officer