

VERSAR INC  
Form 8-K  
November 19, 2010

**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 17, 2010**

**VERSAR, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-9309**

(Commission File Number)

**54-0852979**

(IRS Employer Identification No.)

**6850 Versar Center**

**Springfield, Virginia**

(Address of Principal Executive Offices)

**22151**

(Zip Code)

Registrant's telephone number, including area code: **(703) 750-3000**

(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))

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

Versar Inc. (the Company) held its 2010 annual meeting of stockholders on November 17, 2010 in Springfield, Virginia. 7,980,290 shares of the Company's common stock, or 84.06 % of our outstanding shares of common stock, were represented in person or by proxy at the Annual Meeting. The results of the matter voted on at the Annual meeting were as follows:

(1) The Election of Directors

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

|                    | For       | Withheld  | Broker Non-Vote |
|--------------------|-----------|-----------|-----------------|
| Robert L. Durfee   | 3,143,247 | 1,001,230 | 3,835,813       |
| James L. Gallagher | 3,944,042 | 200,435   | 3,835,813       |
| Amoretta M. Hoeber | 3,944,472 | 200,005   | 3,835,813       |
| Paul J. Hoeper     | 3,943,925 | 200,552   | 3,835,813       |
| Amir A. Metry      | 3,145,165 | 999,312   | 3,835,813       |
| Anthony L. Otten   | 3,946,469 | 198,008   | 3,835,813       |
| Ruth I. Dreessen   | 3,930,160 | 214,317   | 3,835,813       |

(2) The 2010 Stock Incentive Plan was approved as indicated below:

| For       | Against   | Abstain | Broker Non-Vote |
|-----------|-----------|---------|-----------------|
| 2,230,768 | 1,815,178 | 98,531  | 3,835,813       |

(3) The appointment of Grant Thornton LLP as independent accountants for fiscal year 2011 was ratified as indicated below:

| For       | Against | Abstain |
|-----------|---------|---------|
| 7,601,305 | 75,782  | 303,203 |

**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 19, 2010

VERSAR, INC.

By: /s/ James C. Dobbs  
James C. Dobbs  
Senior Vice President and General  
Counsel