

BSQUARE CORP /WA  
Form 8-K  
June 18, 2015

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 16, 2015

BSQUARE CORPORATION

(Exact name of Registrant as specified in its charter)

Washington                      000-27687    91-1650880  
(State or Other Jurisdiction   (Commission   (IRS Employer Identification No.)

of Incorporation)                      File Number)

110 110<sup>th</sup> Ave NE, Suite 300

Bellevue, WA 98004

425-519-5900

(Address and Telephone Number of Registrant's Principal Executive Offices)

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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 (see General Instruction A.2 below):

- 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.

On June 16, 2015, at the 2015 Annual Meeting of Shareholders (the “Annual Meeting”) of BSQUARE Corporation (the “Company”), the Company’s shareholders approved the four proposals listed below. The final results for the votes regarding each proposal are set forth below. 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 April 30, 2015.

1. To elect Jerry D. Chase and William D. Savoy as Class III Directors, to serve for the ensuing three years and until their successors are duly elected and qualified.

Name	Votes For	Votes Withheld	Broker Non-Votes
Jerry D. Chase	5,105,571	190,933	4,860,368
William D. Savoy	4,755,023	541,481	4,860,368

2. To approve on an advisory basis the compensation of the Company’s named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,677,360	607,808	11,336	4,860,368

3. To approve an amendment to the Company’s Fourth Amended and Restated Stock Plan.

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,787,280	500,238	8,986	4,860,368

4. To ratify the appointment of Moss Adams LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2015.

Votes For	Votes Against	Abstentions	Broker Non-Votes
10,026,948	92,775	37,149	—

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.

BSQUARE CORPORATION

Date: June 18, 2015 By: /s/ Martin L. Heimbigner  
Chief Financial Officer, Secretary and  
Treasurer