

VERAMARK TECHNOLOGIES INC
Form 8-K
May 25, 2011

**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 24, 2011

VERAMARK TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other Jurisdiction of Incorporation)	0-13898 (Commission File Number)	16-1192368 (IRS Employer Identification No.)
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1565 Jefferson Ave, Suite 120, Rochester, New York (Address of Principal Executive Offices)	14623 (Zip Code)
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Registrant's telephone number, including area code: **(585) 381-6000**

(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))

Section 5 Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On May 24, 2011, Veramark Technologies, Inc. (the Registrant) held its Annual Meeting of Shareholders.

(b) The Registrant's shareholders voted on the following proposals:

Proposal 1: Election of Directors

Directors	Votes For	Votes Withheld	Broker Non-Vote
Seth J. Collins	3,146,829	2,013,007	4,367,424
Charles A. Constantino	3,136,509	2,023,327	4,367,424
Steve M. Dubnik	4,692,299	467,537	4,367,424
John E. Gould	3,142,759	2,017,077	4,367,424
Anthony C. Mazzullo	3,146,995	2,012,841	4,367,424

Proposal 2: Ratification of the appointment of EFP Rotenberg LLP, as independent auditors for the year ending December 31, 2011.

For	Against	Abstain	Broker Non-Vote
6,547,398	2,075,139	88,827	815,896

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in Pittsford, New York on May 25, 2011

Veramark Technologies, Inc.

By: /s/ Ronald C. Lundy
Ronald C. Lundy,
Vice President of Finance and
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number
None

Description of Exhibit