

HEALTHSTREAM INC
Form 8-K
June 01, 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 26, 2011
HealthStream, Inc.**

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|---|
| Tennessee | 000-27701 | 62-1443555 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |
| 209 10th Avenue South, Suite 450, Nashville, Tennessee 37203 | | |

(Address of principal executive offices) (Zip Code)
(615) 301- 3100

(Registrant's telephone number, including area code)
Not Applicable

(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 (*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.

The annual meeting of shareholders of HealthStream, Inc. (the Company) was held on May 26, 2011 (the Annual Meeting). At the Annual Meeting, Jeffrey L. McLaren, Linda Rebrovick and Michael Shmerling were elected as Class II directors to hold office for a term of three years and until their successors are duly elected and qualified, C. Martin Harris, M.D. was elected as a Class III director to hold office for a term of one year and until his successor is duly elected and qualified and Deborah Taylor Tate was elected as a Class I director to hold office for a term of two years and until her successor is duly elected and qualified. In addition, at the Annual Meeting, the shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011.

The final voting results of the director elections and ratification of the independent registered public accounting firm which were described in more detail in the proxy statement filed with the Securities and Exchange Commission on April 28, 2011, are set forth below.

(1) Each director was elected by the following tabulation:

| | FOR | WITHHELD | BROKER NON VOTES |
|------------------------|------------|-----------------|-------------------------|
| Jeffrey L. McLaren | 12,675,100 | 1,942,430 | 6,588,262 |
| Linda Rebrovick | 14,561,691 | 55,839 | 6,588,262 |
| Michael Shmerling | 14,561,634 | 55,896 | 6,588,262 |
| C. Martin Harris, M.D. | 14,559,227 | 58,303 | 6,588,262 |
| Deborah Taylor Tate | 14,554,884 | 62,646 | 6,588,262 |

In addition to the foregoing directors, the remaining directors not up for re-election at the Annual Meeting continue to serve on the Board of Directors.

(2) The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011 was approved by the following tabulation:

| FOR | AGAINST | ABSTAIN | BROKER NON VOTES |
|------------|----------------|----------------|-------------------------|
| 21,100,582 | 72,447 | 32,763 | 0 |

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: June 1, 2011

HEALTHSTREAM, INC.

By: /s/ Gerard M. Hayden, Jr.
Chief Financial Officer