

IDT CORP
Form 8-K
December 21, 2012

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): December 17, 2012

IDT CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

1-16371
(Commission File Number)

22-3415036
(IRS Employer Identification
No.)

520 Broad Street
Newark, New Jersey
(Address of principal executive offices)

07102
(Zip Code)

Registrant's telephone number, including area code: (973) 438-1000

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)

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- “ 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.

(a) IDT Corporation's (the "Company") Annual Meeting of Stockholders was held on December 17, 2012 (the "Meeting"). Stockholders voted on the matters set forth below.

(b) (1) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with the election of each of the Board of Directors nominees named in the Proxy Statement of the Company.

The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

Nominee	Votes For	Votes Against	Abstentions
Lawrence E. Bathgate	6,038,699	127,325	3,735
Eric F. Cosentino	6,086,394	79,338	4,026
Bill Pereira	6,096,967	69,448	3,344
Howard S. Jonas	5,599,549	567,676	2,534
Judah Schorr	6,093,292	72,475	3,992

There were no broker non-votes for this item.

(2) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with an advisory vote on the compensation of the "Named Executive Officers" identified in the 2012 Summary Compensation Table in the "Executive Compensation" section of the Company's 2012 Proxy Statement.

The number of votes cast with respect to this matter was as follows:

Votes For	Votes Against	Abstentions
5,753,005	411,300	4,453

There were no broker non-votes for this item.

(3) A majority of the votes present or represented at the Meeting by the holders of shares entitled to vote on the following matter were voted in connection with an advisory vote on the frequency of future advisory votes on the compensation of the "Named Executive Officers."

The number of votes cast with respect to this matter was as follows:

1 Year	2 Years	3 Years	Abstentions
693,199	5,000	5,465,686	5,873

There were no broker non-votes for this item.

(d) Based upon the results set forth in item (b) (3) above, the Board of Directors has determined that advisory votes on executive compensation will be submitted to stockholders once every three years.

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.

IDT CORPORATION

By: /s/ Howard S.
Jonas
Name: Howard S.
Jonas
Title: Chairman of
the Board and
Chief
Executive
Officer

Dated: December 20, 2012
