

TESSCO TECHNOLOGIES INC

Form 8-K

July 24, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): July 20, 2017

TESSCO Technologies Incorporated

(Exact name of registrant as specified in its charter)

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|  |                          |                                      |
|--|--------------------------|--------------------------------------|
| Delaware                                       | 001-33938                | 52-0729657                           |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

11126 McCormick Road, Hunt Valley, Maryland 21031

(Address of principal executive offices) (Zip Code)

(410) 229-1000

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



ITEM 5.07. Submission of Matters to a Vote of Security Holders.

TESSCO Technologies Incorporated (the "Company") held its Annual Meeting of Shareholders on July 20, 2017 (the "Annual Meeting"), at its offices in Timonium, Maryland. Of the 8,362,076 shares of common stock outstanding as of the record date for the Annual Meeting, 7,954,254 shares, or 95.1% of the total shares eligible to vote at the Annual Meeting, were represented in person or by proxy. Two proposals were properly submitted to the shareholders for a vote at the Annual Meeting. These proposals are described as Proposal Nos. 1 and 2 in the Definitive Proxy Statement for the Annual Meeting filed by the Company with the Securities and Exchange Commission in anticipation of the Annual Meeting. No other proposals were properly presented for a vote at the Annual Meeting. The following is a brief description of each matter voted upon at the Annual Meeting, as well as, as applicable, the number of votes cast "for" or "against," or "withheld," and the number of abstentions and broker non-votes, with respect to each matter, both in person and by proxy.

Proposal No.1 - Election of Directors. Each of Robert B. Barnhill, Jr., John D. Beletic, Jay G. Baitler, Benn R. Konsynski, Ph.D., Dennis J. Shaughnessy, Murray Wright and Morton F. Zifferer, Jr. were elected to serve as a member of the Board of Directors of the Company for a term expiring at the Annual Meeting of Shareholders to be held in 2018 and until his successor is duly elected and qualified, as follows:

| Director                | Votes FOR | Votes WITHHELD | Broker Non-Votes |
|-------------------------|-----------|----------------|------------------|
| Robert B. Barnhill, Jr. | 6,670,537 | 117,850        | 1,165,867        |
| John D Beletic          | 6,677,480 | 110,907        | 1,165,867        |
| Jay G. Baitler          | 6,679,936 | 108,451        | 1,165,867        |
| Benn Konsynski, PH.D    | 6,670,991 | 117,396        | 1,165,867        |
| Dennis J. Shaughnessy   | 6,670,110 | 118,277        | 1,165,867        |
| Murray Wright           | 6,680,615 | 107,772        | 1,165,867        |
| Morton F. Zifferer, Jr. | 6,677,355 | 111,032        | 1,165,867        |

Proposal No.2 - Ratify Independent Registered Public Accountants. The appointment of Ernst & Young LLP to serve as the Company's independent registered public accounting firm for fiscal year 2018 was ratified, as follows:

|         |           |
|---------|-----------|
| FOR     | 7,930,943 |
| AGAINST | 18,387    |
| ABSTAIN | 4,924     |



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.

TESSCO  
Technologies  
Incorporated

By: /s/ Aric M.  
Spitulnik  
Aric M.  
Spitulnik  
Senior Vice  
President,  
Chief  
Financial  
Officer, and  
Corporate  
Secretary

Dated: July  
24, 2017