

Ocean Power Technologies, Inc.
Form 8-K
October 06, 2014

**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): October 2, 2014

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

| | | |
|--|--------------------------------|--|
| Delaware | 001-33417 | 22-2535818 |
| (State or other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|---------------|
| 1590 Reed Road | 08534 |
| Pennington, NJ | (Zip Code) |
| (Address of Principal Executive Offices) | |

Registrant's telephone number, including area code: **(609) 730-0400**

(Former name or former address if changed since last report.)

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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:

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))

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

On October 2, 2014, Ocean Power Technologies, Inc. (the "Company") held its 2014 Annual Meeting of Stockholders. At the Annual Meeting, the Company's stockholders voted on the following proposals:

1. To elect the four nominees named in the Company's proxy statement to serve for a one-year term as a director of the Company expiring at the Company's 2015 Annual Meeting of Stockholders and, in each case, until a successor is elected and qualified. Each nominee for director was elected by a vote of the stockholders as follows:

| Name | For | Withheld | Broker Non-Votes |
|--------------------|------------|-----------------|-------------------------|
| Terence J. Cryan | 3,222,457 | 474,077 | 7,279,389 |
| David L. Keller | 3,231,159 | 465,375 | 7,279,389 |
| Eileen M. Competti | 3,221,627 | 474,907 | 7,279,389 |
| Dean J. Glover | 3,252,439 | 444,095 | 7,279,389 |

2. To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2015. The proposal was approved by a vote of the stockholders as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 10,662,407 | 238,589 | 74,927 |

3. To approve, on a nonbinding advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K. The proposal was approved by a vote of the stockholders as follows:

| For | Against | Abstentions | Broker Non-votes |
|------------|----------------|--------------------|-------------------------|
| 3,164,649 | 340,055 | 191,830 | 7,279,389 |

Item 8.01 Other Events

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On September 26, 2014, the Department of Energy (the "DOE") notified the Company of its decision to terminate negotiations with respect to the financial assistance award under the funding opportunity announcement entitled, 'Marine and Hydrokinetic System Performance Advancement'. In a letter dated October 1, 2014, the Company notified the DOE that it accepts the DOE's decision without protest. As previously disclosed, the Company had not received any funds from DOE with respect to this award and had not included the award in its backlog.

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.

OCEAN POWER
TECHNOLOGIES, INC.

Date: October 6, 2014 By: /s/MARK A.
FEATHERSTONE
Mark A.
Featherstone
Chief Financial
Officer