

IMAGE SENSING SYSTEMS INC

Form 8-K

May 24, 2016

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 10, 2016**

Image Sensing Systems, Inc.

(Exact name of registrant as specified in its charter)

Minnesota **0-26056** **41-1519168**
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

500 Spruce Tree Centre, 1600
University Avenue West, St. Paul, 55104
Minnesota
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(651) 603-7700**

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(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 Instructions 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))

Section 5 – Corporate Governance and Management

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

(a) On May 10, 2016, Image Sensing Systems, Inc. (the “Company”) held its 2016 Annual Meeting of Shareholders. Of the 5,039,039 shares of the Company’s common stock outstanding and entitled to vote, 4,640,778 shares, or 92.1%, were represented at the meeting.

(b) During the annual meeting, the shareholders voted on the following matters:

Proposal 1. Election of Directors

	Votes For	Votes Withheld	Broker Non-Votes
Dale E. Parker	2,922,395	178,675	1,539,708
James W. Bracke	2,508,103	592,967	1,539,708
Melissa B. Fisher	2,483,833	617,237	1,539,708
Paul F. Lidsky	2,490,491	610,579	1,539,708
Andrew T. Berger	2,920,574	180,496	1,539,708

Proposal 2. Ratification of appointment of our Independent Registered Public Accounting Firm.

Votes For	Votes Against	Abstain
4,558,992	71,576	10,210

Proposal 3. Advisory vote to approve the compensation of our named executive officers.

Votes For	Votes Against	Abstain	Broker Non-Votes
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2,406,687 638,416

55,967 1,539,708

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SIGNATURES

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.

Image Sensing Systems, Inc.

Date: May 24, 2016

By /s/ Dale E. Parker

Dale E. Parker

Interim President, Interim Chief Executive Officer and Chief Financial Officer (Interim Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)