

GSE SYSTEMS INC  
Form 8-K  
June 08, 2015  
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) June 3, 2015

GSE SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>001-14785</u>	<u>52-1868008</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1332 Londontown Blvd., Suite 200, Sykesville, MD 21784  
(Address of principal executive office and zip code)

(410) 970-7800  
Registrant's telephone number, including area code

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

On June 3, 2015, the Company held its annual meeting of stockholders. At that meeting, the following matters were voted upon:

<u>Proposal</u>	<u>For</u>	<u>Withheld</u>	<u>Total Votes Cast</u>	<u>Broker Non-Votes</u>	
1) Election of Directors for a three year term expiring in 2018:					
Joseph W. Lewis	5,786,888	1,307,279	7,094,167	7,814,300	
Jane Bryant Quinn	5,764,103	1,330,064	7,094,167	7,814,300	
					<u>Broker Non-Votes</u>
<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Total</u>	<u>Broker Non-Votes</u>
2) Non-binding vote on a resolution to approve Company's executive compensation	6,106,573	506,922	480,672	7,094,167	7,814,300
<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Total</u>	
3) Ratify BDO USA, LLP as the Company's Independent Registered Public Accountants for the 2015 fiscal year	14,866,882	30,707	10,878	14,908,467	

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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.

GSE SYSTEMS, INC.

Date: June 8, 2015 /s/ Jeffery G. Hough  
Jeffery G. Hough  
Senior Vice President and CFO