



Edgar Filing: Inrad Optics, Inc. - Form 8-K

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o 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**

At the Annual Meeting of Shareholders of Inrad Optics, Inc. held on June 19, 2013, shareholders representing 10,510,007 shares or 87.2% of the 12,046,003 shares of common stock outstanding on the record date of April 25, 2013 were present in person or by proxy, constituting a quorum for the purposes of the Annual Meeting. Matters voted upon at the Annual Meeting were as follows:

**Proposal One: The election of two (2) Class 3 directors to the Board of Directors to hold office for three (3) years.**

All of the Board's nominees were elected. Voting for Proposal One was as follows:

*Class 3 Directors — Term Expires in 2016*

	<i>Votes</i>	<i>Votes</i>	<i>Broker</i>
<i>Proposal One - Nominee For</i>	<i>Withheld Non-Votes</i>		
<b>Jan M. Winston</b>	6,021,393	18,000	4,470,614
<b>Amy Eskilson</b>	6,036,893	2,500	4,470,614

**Proposal Two: Ratification of Baker Tilly Virchow Krause, LLP (formerly Holtz Rubenstein Reminick, LLP) as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2013.**

Voting for Proposal Two was as follows:

	<i>Votes</i>	<i>Votes</i>	<i>Votes</i>	<i>Broker</i>
<i>Proposal Two</i>	<i>For</i>	<i>Against</i>	<i>Abstained</i>	<i>Non-Votes</i>

<b>Vote on Ratification of Independent Registered Public Accountant</b>	10,502,907	7,100	0	0
---	------------	-------	---	---

**Proposal Three: Approval, as a non-binding advisory vote, our named executive officer compensation.**

Voting for Proposal Three was as follows:

	<i>Votes</i>	<i>Votes</i>	<i>Votes</i>	<i>Broker</i>
<i>Proposal Three</i>	<i>For</i>	<i>Against</i>	<i>Abstained</i>	<i>Non-Votes</i>

<b>Advisory Executive Compensation Vote</b>	5,899,663	138,953	777	4,470,614
---	-----------	---------	-----	-----------

**Proposal Four: Approval, as a non-binding advisory vote, the frequency of holding future advisory votes on named executive officer compensation.**

Voting for Proposal Four was as follows:

<i>Proposal Four</i>	<i>Every One Year</i>	<i>Every Two Years</i>	<i>Every Three Years</i>	<i>Votes Abstained</i>	<i>Broker Non-Votes</i>
<b>Frequency of Advisory Vote on Executive Compensation</b>	6,023,466	13,500	200	2,227	0

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INRAD OPTICS, INC.**

Date: June 21, 2013 By: /s/ William J. Foote  
 William J. Foote  
 Chief Financial Officer, Secretary and Treasurer