

GUIDED THERAPEUTICS INC
Form 8-K
June 18, 2012

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) June 18, 2012; (June 15, 2012)

GUIDED THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

0-22179

58-2029543

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(State or Other Jurisdiction of (Commission File Number) (IRS Employer Identification No.)
Incorporation)

5835 Peachtree Corners East, Suite D

30092

Norcross, Georgia

(Zip Code)

(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: **(770) 242-8723**

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 June 15, 2012, the Company held its annual meeting of stockholders in Norcross, Georgia. As of the record date, April 17, 2012, there were 52,699,519 shares of Common Stock entitled to vote at the annual meeting. Represented at the meeting in person or by proxy were 45,798,937 votes representing 86.91 percent of the total shares of Common Stock entitled to vote at the meeting.

The purpose of the meeting was to elect seven directors to a one-year term expiring in 2013, to approve an amendment to the company's certificate of incorporation to increase the number of authorized shares of common stock to a total of 145,000,000 shares, to approve an amendment to the company's 1995 stock plan to increase the number of shares of common stock available for grant by 5,000,000 shares and to ratify the appointment of UHY LLP as the Company's independent registered public accounting firm for the 2012 fiscal year. The following table sets forth the results of the vote on the matters:

¹ PROPOSAL TO ELECT THE DIRECTOR NOMINEES NAMES IN THE COMPANY'S 2012 PROXY STATEMENT.

MARK L FAUPEL PHD	For	19,355,581
	Against	3,260,693
	Abstain	1,129,144
	Non Votes	22,053,519
RONALD W ALLEN	For	19,048,680
	Against	3,448,246
	Abstain	1,248,492
	Non Votes	22,053,519
RONALD W HART PHD	For	20,065,517
	Against	3,240,195
	Abstain	439,706
	Non Votes	22,053,519
JOHN E IMHOFF MD	For	21,629,869
	Against	868,157
	Abstain	1,247,392
	Non Votes	22,053,519
MICHAEL C JAMES	For	19,517,338
	Against	3,668,226

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Abstain 559,854
Non Votes 22,053,519

JOHNATHAN M NILOFF MD For 22,599,417
Against 564,579
Abstain 581,422
Non Votes 22,053,519

LINDA ROSENSTOCK MD For 22,908,773
Against 399,039
Abstain 437,606
Non Votes 22,053,519

TO APPROVE AN AMENDMENT TO THE COMPANY'S CERTIFICATE OF INCORPORATION TO
2. INCREASE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK TO A TOTAL OF 145,000,000
SHARES:

For 35,414,020

Against 9,072,072

Abstain 1,312,845

3. TO APPROVE AN AMENDMENT TO THE COMPANY'S 1995 STOCK PLAN TO INCREASE THE NUMBER
OF SHARES OF COMMON STOCK AVAILABLE FOR GRANT BY 5,000,000 SHARES:

For 17,892,935

Against 5,842,788

Abstain 9,695

Non Votes 22,053,519

4. APPROVAL TO RATIFY THE APPOINTMENT OF UHY, LLP AS THE COMPANY'S INDEPENDENT
AUDITORS FOR FISCAL 2012:

For 43,199,143

Against 990,648

Abstain 1,609,146

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.

GUIDED THERAPEUTICS, INC.

By: /s/ Mark L. Faupel, Ph.D.
Mark L. Faupel, Ph.D.
CEO & President

Date: June 18, 2012

