

GUIDED THERAPEUTICS INC  
Form 424B3  
June 26, 2014

Filed pursuant to Rule 424(b)(3)  
Registration No. 333-195603

**PROSPECTUS SUPPLEMENT NO. 2**

**43,646,992 Shares of Common Stock**

**of**

**Guided Therapeutics, Inc.**

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This prospectus supplement no. 2 supplements and amends the prospectus dated May 12, 2014, as previously supplemented and amended, which constitutes part of our registration statement on Form S-1 (No. 333- 195603) relating to up to 43,646,992 shares of our common stock that may be offered for sale by the stockholders named in the prospectus. This prospectus supplement includes our current report on Form 8-K, filed June 20, 2014.

This prospectus supplement should be read in conjunction with the prospectus, which is to be delivered with this prospectus supplement. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information in this prospectus supplement updates and supersedes the information contained in the prospectus.

This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the prospectus.

**Investing in our common stock involves a high degree of risk. We urge you to carefully read the “Risk Factors” section beginning on page 4 of the prospectus.**

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.**

The date of this prospectus supplement is June 26, 2014.

**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 20, 2014; (June 20, 2014)

**GUIDED THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware                                      0-22179                                      58-2029543  
(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 20, 2014, the Company held its annual meeting of stockholders in Atlanta, Georgia. As of the record date, April 24, 2014, there were 72,172,331 shares of Common Stock and 1,737 shares of Series B preferred stock (common stock equivalent being 4,342,500 shares), voting on an as-converted basis entitled to vote at the annual meeting. Represented at the meeting in person or by proxy were 60,121,438 votes representing 79 percent of the total shares of Common Stock entitled to vote at the meeting.

The purpose of the meeting was to elect six directors, amend our Certificate of Incorporation to increase the number of authorized shares of our common stock to a total of 195,000,000 shares, the non-binding, advisory approval of the compensation of the Company's named executive officers and to ratify the appointment of UHY, LLP as the Company's independent auditors for fiscal year 2014. The following table sets forth the results of the vote on the matters:

Proposal		Votes
Gene S. Cartwright, Ph.D.	For	33,358,541
	Against	30,459
	Abstain	26,706
	Non Votes	26,705,732
Ronald W. Hart, Ph.D.	For	20,940,509
	Against	12,185,269
	Abstain	289,928
	Non Votes	26,705,732
John E. Imhoff, M.D.	For	23,600,286
	Against	3,158,746
	Abstain	6,656,674
	Non Votes	26,705,732
Michael C. James	For	21,421,967
	Against	10,441,768
	Abstain	1,551,971
	Non Votes	26,705,732
Jonathan M. Niloff, M.D.	For	20,907,240
	Against	4,599,156
	Abstain	7,909,310
	Non Votes	26,705,732
Linda Rosenstock, M.D.	For	20,386,621

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Against 11,486,464

Abstain 1,542,621

Non Votes 26,705,732

Increase Shares	For	45,432,993
	Against	13,649,900
	Abstain	1,038,545
	Non Votes	0

Executive Compensation	For	22,928,596
	Against	2,716,137
	Abstain	1,383,423
	Non Votes	26,705,732
	Uncast	6,137,550

Auditors	For	56,749,182
	Against	1,811,753
	Abstain	1,560,503
	Non Votes	0

**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/ Gene Cartwright  
Gene Cartwright  
Chief Executive Officer

Date: June 20, 2014



