

INNODATA INC  
Form 8-K  
June 06, 2014

**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: June 3, 2014

(Date of earliest event reported):

**INNODATA INC.**

(Exact name of registrant as specified in its charter)



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

Innodata Inc. (the “Company”) held its Annual Meeting of Stockholders on June 3, 2014. At the Annual Meeting of Stockholders the Company’s Stockholders (1) elected all six of the Company’s nominees for director; (2) approved (a) the appointment of CohnReznick LLP to serve as the Company’s independent auditors for the fiscal year ending December 31, 2014; (3) approved on an advisory basis the compensation of the Company’s named executive officers; and (4) approved the amendments to the Innodata Inc. 2013 Stock Plan.

(b) The following matters set forth in the Company’s Proxy Statement dated April 23, 2014 were voted upon with the results indicated below:

Proposal #1- Election of Directors:

| <u>Name</u>            | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|------------|-----------------|-------------------------|
| Jack S. Abuhoff        | 10,151,654 | 617,355         | 11,951,710              |
| Haig S. Bagerdjian     | 8,145,160  | 2,623,849       | 11,951,710              |
| Louise C. Forlenza     | 10,156,359 | 612,650         | 11,951,710              |
| Stewart R. Massey      | 10,232,354 | 536,655         | 11,951,710              |
| Anthea C. Stratigos    | 8,222,130  | 2,546,879       | 11,951,710              |
| Andargachew S. Zelleke | 10,207,753 | 561,256         | 11,951,710              |

Proposal #2- Ratification of the selection and appointment of CohnReznick LLP as the Company’s independent auditors for the fiscal year ending December 31, 2014:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 22,332,298 | 314,804        | 73,617         |

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Proposal #3- Approval, on an advisory basis, of the compensation of the Company's named executive officers:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 7,815,073  | 2,897,019      | 56,916         | 11,951,711              |

Proposal #4- Approval of amendments to the Innodata Inc. 2013 Stock Plan:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 7,642,605  | 2,845,629      | 280,775        | 11,951,710              |

**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 thereunto duly authorized.

INNODATA INC.

Date: June 6, 2014 By: /s/ Amy R. Agress  
Amy R. Agress  
Vice President and General Counsel