

AGILYSYS INC
Form 8-K
September 21, 2016

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 and Exchange Act of 1934
Date of Report: September 15, 2016
(Date of earliest event reported)
AGILYSYS, INC.
(Exact name of registrant as specified in its charter)

Ohio 000-5734 34-0907152

(State or other jurisdiction (Commission File Number) (IRS Employer Identification No.)
of incorporation)

425 Walnut Street, Suite 1800, Cincinnati, Ohio 45202

(Address of principal executive offices) (ZIP Code)
Registrant's telephone number, including area code: (770) 810-7800

N/A
(Former name or former address, if changed since last report.)

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

The Annual Meeting of Shareholders of Agilysys, Inc. was held on September 15, 2016. The following matters were voted on.

1. Amendments to the Company's Code of Regulations to declassify the Board of Directors were approved. The vote results for Proposal 1 were:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 20,096,270 | 19,894 | 27,678 | 1,350,749 |

A copy of the Company's Amended Code of Regulations is filed as Exhibit 3.1 hereto.

2. Seven Directors were elected to serve one-year terms expiring at the 2017 Annual Meeting of Shareholders. The vote results for Proposal 2 were as follows:

| | For | Withheld | Broker Non-Votes |
|-----------------|------------|----------|------------------|
| Donald Colvin | 20,099,722 | 44,121 | 1,350,749 |
| James Denedy | 20,096,856 | 46,988 | 1,350,749 |
| Jerry Jones | 20,098,767 | 45,076 | 1,350,749 |
| Michael Kaufman | 19,941,002 | 202,841 | 1,350,749 |
| Melvin Keating | 20,063,681 | 80,163 | 1,350,749 |
| Keith Kolerus | 20,062,939 | 80,905 | 1,350,749 |
| John Mutch | 20,066,868 | 76,975 | 1,350,749 |

3. The Company's 2016 Stock Incentive Plan was approved. The vote results for Proposal 3 were:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 16,265,991 | 3,859,613 | 18,239 | 1,350,749 |

A copy of the Company's 2016 Stock Incentive Plan is filed as Exhibit 10.1 hereto.

4. The Company's executive compensation for its named executive officers was approved on an advisory basis. The vote results for Proposal 4 were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 19,842,282 | 279,768 | 21,793 | 1,350,749 |

5. The appointment of Grant Thornton LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2017, was ratified. The vote results for Proposal 5 were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 21,446,643 | 11,517 | 36,432 |

No proposal to adjourn or postpone the Annual Meeting was brought to vote, and no other business was brought before the Annual Meeting.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following item is furnished as an exhibit to this current report on Form 8-K:

Exhibit Number Description

3.1 Agilysys, Inc. Amended Code of Regulations

10.1 Agilysys Inc. 2016 Stock Incentive Plan

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.

AGILYSYS, INC.

By: /s/ Kyle C.
Badger
Kyle C.
Badger
Senior
Vice
President,
General
Counsel
and
Secretary

Date: September 21, 2016