

SmartPros Ltd.  
Form 8-K  
June 18, 2010

**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 (Date of earliest event reported): June 17, 2010

SMARTPROS LTD.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-32300  
(Commission  
File Number)

13-4100476  
(IRS Employer  
Identification No.)

12 Skyline Drive  
Hawthorne, New York  
(Address Of Principal Executive Office)

10532  
(Zip Code)

Registrant's telephone number, including area code (914) 345-2620

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 Vote of Security Holders.**

On June 17, 2010, SmartPros Ltd. (the "Company") held its 2010 Annual Meeting of Stockholders. At that meeting, stockholders:

- Re-elected two incumbent Class III directors to serve until the annual meeting of stockholders in 2013 and until their successors are elected and qualified; and
- Approved, on an advisory basis, the appointment of Holtz Rubenstein Reminick, LLP as the Company's independent auditors for the 2010 fiscal year.

The specific votes were as follows:

1. With respect to the election of Class III directors:

| NAME               | FOR       | VOTES    |                  |
|--------------------|-----------|----------|------------------|
|                    |           | WITHHELD | BROKER NON-VOTES |
| Allen S. Greene    | 2,437,802 | 65,450   | 1,470,276        |
| Leonard J. Stanley | 2,456,852 | 46,400   | 1,470,276        |

2. With respect to the advisory approval of Holtz Rubenstein Reminick, LLP:

| FOR       | VOTES   |         |
|-----------|---------|---------|
|           | AGAINST | ABSTAIN |
| 3,952,921 | 18,207  | 2,400   |

\* \* \* \* \*

**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.

SmartPros Ltd.

Dated: June 17, 2010

By: /s/ Allen S. Greene  
Allen S. Greene,  
Chief Executive Officer