

HARTE HANKS INC  
Form 8-K  
May 30, 2013

**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**

**May 30, 2013 (May 29, 2013)**

Date of Report (Date of earliest event reported)

**HARTE-HANKS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-7120**  
(Commission  
File Number)

**74-1677284**  
(IRS Employer  
Identification No.)

**9601 McAllister Freeway, Suite 610**

**San Antonio, Texas 78216**

**(210) 829-9000**

(Address of principal executive offices and Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- 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.**

Harte-Hanks, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on May 29, 2013, at which stockholders voted on the items below as indicated. On the record date for the Annual Meeting (April 1, 2013), 63,243,691 shares of common stock were outstanding and entitled to notice of and to vote at the Annual Meeting.

- (1) Election of three Class II directors to serve until the Company's 2016 Annual Meeting of Stockholders:

| Nominee           | Number of Shares<br>Voted For | Number of Shares<br>Withheld | Broker<br>Non-Votes |
|-------------------|-------------------------------|------------------------------|---------------------|
| Stephen E. Carley | 51,775,194                    | 299,634                      | 5,334,727           |
| William F. Farley | 51,731,799                    | 343,029                      | 5,334,727           |
| Larry D. Franklin | 51,265,512                    | 809,316                      | 5,334,727           |

- (2) Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2013:

| Number of Shares<br>Voted For | Number of Shares<br>Voted Against | Number of Shares<br>Abstained |
|-------------------------------|-----------------------------------|-------------------------------|
| 56,908,838                    | 498,487                           | 2,230                         |

- (3) Approval of the Harte-Hanks, Inc. 2013 Omnibus Incentive Plan:

| Number of Shares<br>Voted For | Number of Shares<br>Voted Against | Number of Shares<br>Abstained |
|-------------------------------|-----------------------------------|-------------------------------|
| 51,148,607                    | 917,712                           | 8,508                         |

For more information on the foregoing proposals, see the Company's proxy statement dated April 15, 2013.

**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.

Harte-Hanks, Inc.

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Dated: May 30, 2013

By: /s/ Robert L. R. Munden  
Senior Vice President,  
General Counsel & Secretary