

DATA I/O CORP
Form 8-K
May 20, 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: May 19, 2014
(Date of earliest event reported)

Data I/O Corporation
(Exact name of registrant as specified in its charter)

Commission File Number: 0-10394

Washington
(State or other jurisdiction of incorporation)

91-0864123
(IRS Employer Identification No.)

6464 185th Ave. N.E., Suite 101

Redmond, WA 98052
(Address of principal executive offices, including zip code)

(425) 881-6444
(Registrant's telephone number, including area code)

Not Applicable
(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))

Item 5.07: Submission of Matters to a Vote of Security Holders
Annual Meeting of Shareholders Voting Results.

FIRST: The Annual Meeting of Shareholders of Data I/O Corporation was convened at 10:00 a.m., on May 19, 2014, at the Company's headquarters, 6464 185th Ave NE, Suite 101, Redmond, Washington.

SECOND: There were issued and outstanding on March 22, 2013, the record date, **7,788,566** shares of Common Stock.

THIRD: There were present at said meeting in person or by proxy, shareholders of the Corporation who were the holders of **6,543,754 (84.02%)** shares of Common Stock entitled to vote, thereby constituting a quorum.

FOURTH: The following nominees for election as Directors, to hold office for a term as defined in the proxy statement and until their successors are duly elected and qualified, received the number of votes set opposite their respective name:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-votes</u>
Anthony Ambrose	3,566,852	60,006	2,916,896
Brian T. Crowley	3,562,502	64,356	2,916,896
Alan B. Howe	3,411,208	215,650	2,916,896
Douglas W. Brown	2,110,067	1,516,791	2,916,896
Mark J. Gallenberger	3,560,746	66,112	2,916,896

The aforesaid nominees have been elected as Director.

FIFTH: The proposal to ratify the continued appointment of Grant Thornton LLP as the Company's independent auditors, received the following votes:

Percentage of For &

		<u>Votes</u>
<u>Against on this Proposal</u>		
For		
6,257,020	99.49	
Against		
31,833	.51	
Abstain		
254,901	--	

The foregoing proposal has been approved.

SIXTH: The advisory vote (Say on Pay) approving the compensation of the Company's named executive officers, received the following votes:

Percentage of For &

	<u>Votes</u>
<u>Against on this Proposal</u>	
For	
3,162,669	88.21
Against	
422,795	11.79
Abstain	
41,394	--
Broker non-votes:	2,916,896

The foregoing proposal has been approved.

SIGNATURE

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.

Data I/O Corporation

May 19, 2014 By /s/Joel S. Hatlen

Joel S. Hatlen

Vice President – Operations & Finance

Chief Financial Officer

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Secretary and Treasurer