

EdgeWave, Inc.  
Form 8-K  
June 19, 2012

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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 13, 2012**

**EDGEWAVE, INC.**

**(Exact name of registrant as specified in its charter)**

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 0-50813                  | 20-0996152                           |
| (State or other jurisdiction of<br>incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

**15333 Avenue of Science, Suite 100**

**San Diego, CA 92128**

**(Address of principal executive offices and zip code)**

Registrant's telephone number, including area code: **(858) 676-2277**

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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:

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))

**SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT**

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

The Company’s Annual Meeting of Stockholders of EdgeWave, Inc. was held on June 13, 2012 at the Company’s headquarters, 15333 Avenue of Science, Suite 100, San Diego, CA 92128.

The Company previously filed its proxy statement with the Securities and Exchange Commission on April 30, 2012, which describes in detail each of the three proposals submitted to the Company’s stockholders at the meeting. As of the record date of April 20, 2012, there were 17,023,933 shares outstanding and entitled to vote, of which a maximum of 14,157,718 shares were voted in person or by proxy. The matters presented for vote received the required votes for approval. Set forth below are the final voting results.

**Proposal 1.** Election of four Directors:

| Nominee             | For       | Withheld |
|---------------------|-----------|----------|
| Humphrey Polanen    | 9,334,732 | 31,528   |
| Bart A.M. van Hedel | 9,352,802 | 13,458   |
| Louis Ryan          | 9,334,732 | 31,528   |
| William Baumel      | 9,361,482 | 4,778    |

**Proposal 2.** Approval of the amendment to the Company’s 2010 Employee, Director and Consultant Equity Incentive Plan to authorize (i) the name change of the plan from the “St. Bernard Software, Inc., 2010 Employee, Director and Consultant Equity Incentive Plan” to the “Edgewave, Inc., 2010 Employee, Director and Consultant Equity Incentive Plan” and (ii) the issuance of an additional 1,000,000 shares of common stock under such plan so as to allow for the issuance of up to 2,350,000 shares of common stock, including increasing the maximum aggregate number of ISOs, Non-Qualified Options and Stock-Based Awards which may be issued from 350,000 shares to 1,350,000 shares:

For           Against Abstain  
8,579,174 787,086 0

**Proposal 3.** Ratification of the selection of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012:

| For        | Against | Abstain |
|------------|---------|---------|
| 14,156,745 | 973     | 0       |

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**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, thereunto duly authorized.

**EDGEWAVE, INC.**

Dated: June 19, 2012

By: /s/ Louis E.  
Ryan  
Louis E. Ryan  
Chief  
Executive  
Officer