

INNODATA INC
Form 8-K
June 05, 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

Date of Report: June 4, 2013

(Date of earliest event reported):

INNODATA INC.

(Exact name of registrant as specified in its charter)

Delaware

0-22196

13-3475943

(State or other jurisdiction of (Commission File Number) (I.R.S. Employer
incorporation) Identification No.)

Three University Plaza
Hackensack, NJ 07601

07601
(Zip Code)

(Address of principal executive offices)

(201) 371-8000

(Registrant's telephone number, including area code)

(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

Innodata Inc. (the “Company”) held its Annual Meeting of Stockholders on June 4, 2013. At the Annual Meeting of Stockholders the Company’s Stockholders (1) elected all seven of the Company’s nominees for director; (2) (a) approved the appointment of CohnReznick LLP to serve as the Company’s independent auditors for the fiscal year ending December 31, 2013; (3) approved on an advisory basis the compensation of the Company’s named executive officers; (4) approved the Company’s Rights Agreement; and (5) approved the Innodata Inc. 2013 Stock Plan.

(b) The following matters set forth in the Company’s Proxy Statement dated April 18, 2013 were voted upon with the results indicated below:

Proposal #1- Election of Directors:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Jack S. Abuhoff	12,049,875	402,707	10,742,177
Haig S. Bagerdjian	11,663,295	789,287	10,742,177
Louise C. Forlenza	11,184,864	1,267,718	10,742,177
Stewart R. Massey	11,927,629	524,953	10,742,177
Todd H. Solomon	8,777,632	3,674,950	10,742,177
Anthea C. Stratigos	11,684,132	768,450	10,742,177
Andargachew S. Zelleke	11,936,233	516,349	10,742,177

Proposal #2- Ratification of the selection and appointment of CohnReznick LLP as the Company’s independent auditors for the fiscal year ending December 31, 2013:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
22,207,199	966,268	21,292

Proposal #3- Approval, on an advisory basis, of the compensation of the Company’s named executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
9,985,787	2,420,904	45,891	10,742,177

Proposal #4- Approval of the Company's Rights Agreement:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
7,507,553	4,916,850	28,179	10,742,177

Proposal #5- Approval of the Innodata Inc. 2013 Stock Plan:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
9,623,010	2,810,791	18,781	10,742,177

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 thereunto duly authorized.

INNODATA INC.

Date: June 5, 2013 By: /s/ Amy R. Agress
Amy R. Agress
Vice President and General Counsel