

RIMAGE CORP
Form 8-K
May 24, 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 (date of earliest event reported): **May 21, 2013**

Rimage Corporation

(Exact name of Registrant as Specified in its Charter)

Minnesota

(State Or Other Jurisdiction Of Incorporation)

000-00619
(Commission File Number)

41-1577970
(I.R.S. Employer Identification No.)

7725 Washington Avenue South
Minneapolis, MN
(Address Of Principal Executive Offices) (Zip Code)

(952) 944-8144

Registrant's Telephone Number, Including Area Code

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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Items under Sections 1 through 4 and 6 through 9 are not applicable and therefore omitted.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On May 21, 2013, Rimage Corporation (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”). Of the 8,667,071 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting, 7,245,766 shares or 83.6% were present either in person or by proxy.

The following describes the matters considered by the Company’s shareholders at the Annual Meeting, as well as the results of the votes cast at the meeting:

1. To elect eight (8) directors of the Company to serve until the next Annual Meeting of Shareholders or until their respective successors have been elected and qualified.

| <u>Nominee</u> | <u>For</u> | <u>Withhold</u> | <u>Broker Non-Vote</u> |
|------------------------|-------------------|------------------------|-------------------------------|
| Sherman L. Black | 4,933,769 | 196,723 | 2,115,274 |
| Lawrence M. Benveniste | 4,934,593 | 195,899 | 2,115,274 |
| Thomas F. Madison | 4,934,593 | 195,899 | 2,115,274 |
| Kimberly K Nelson | 4,987,693 | 142,799 | 2,115,274 |
| Robert F. Olson | 4,986,193 | 144,299 | 2,115,274 |
| Justin A. Orlando | 4,946,376 | 184,166 | 2,115,274 |
| Steven M. Quist | 4,934,593 | 195,899 | 2,115,274 |
| James L. Reissner | 4,934,593 | 195,899 | 2,115,274 |

2. To approve a stock option exchange for the Company’s non-executive employees.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 4,780,865 | 347,202 | 2,425 | 2,115,274 |

3. Advisory vote to approve named executive officer compensation.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|-------------------|-----------------------|-----------------------|-------------------------------|
| 4,788,261 | 169,244 | 172,987 | 2,115,274 |

4. To ratify and approve the appointment of KPMG LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2013.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker</u> | <u>Non-Vote</u> |
|------------|----------------|----------------|---------------|-----------------|
| 7,127,277 | 117,539 | 950 | | 0 |

As a result, each nominee was elected as a director of the Company and each other proposal was approved at the Annual Meeting.

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.

RIMAGE CORPORATION

By: /s/ James R. Stewart
James R. Stewart
Chief Financial Officer

Date: May 24, 2013