

LRAD Corp  
Form 8-K  
March 23, 2012

**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): March 21, 2012**

**LRAD Corporation**

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

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-24248**  
**(Commission**  
  
**File Number)**

**87-0361799**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**15378 Avenue of Science, Ste 100  
San Diego, California 92128  
(Address of Principal Executive Offices)**

**858-676-1112**

**(Registrant's telephone number, including area code)**

**N/A**

**(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 240.14.a-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.**

LRAD Corporation (the Company) held its Annual Meeting of Stockholders on March 21, 2012. The following is a brief description of each matter voted upon at the 2012 Annual Meeting, as well as the number of votes cast for, against or withheld as to each matter and the number of abstentions and broker non-votes with respect to each matter:

Election of Directors:

The four individuals listed below were elected at the 2012 Annual Meeting to serve for a one-year term on the Company's Board of Directors:

| Nominee          | Number of Shares<br>Voted For | Number of          |                     |
|------------------|-------------------------------|--------------------|---------------------|
|                  |                               | Shares<br>Withheld | Broker<br>Non-Votes |
| Thomas R. Brown  | 7,858,165                     | 2,076,209          | 14,589,574          |
| Helen C. Adams   | 9,374,006                     | 560,368            | 14,589,574          |
| Laura M. Clague  | 9,394,806                     | 539,568            | 14,589,574          |
| Raymond C. Smith | 9,404,606                     | 529,768            | 14,589,574          |

Ratification of Independent Registered Public Accounting Firm:

The ratification of the appointment of Squar, Milner, Peterson, Miranda & Williamson, LLP as the Company's independent registered public accounting firm for the fiscal year ended September 30, 2012 was approved by the following votes:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 23,325,394 | 1,171,354 | 27,200  | 0                |

Advisory Vote on the Compensation of our Named Executive Officers:

The compensation of the Company's named executive officers as described in its Proxy Statement was approved, on an advisory, non-binding basis, by the following votes:

| For       | Against   | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 8,341,791 | 1,350,499 | 242,084 | 14,589,574       |

Advisory Vote on the Frequency of the Advisory Vote on the Compensation of our Named Executive Officers:

The stockholders voted, on an advisory, non-binding basis, that the frequency of the advisory vote on compensation of named executive officers should be as follows:

| One Year  | Two Years | Three Years | Abstain |
|-----------|-----------|-------------|---------|
| 8,117,095 | 49,440    | 1,518,070   | 249,769 |

Consistent with the votes cast with respect to this matter, the Company's board of directors has determined to hold an advisory vote on compensation of named executive officers every year.

**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.

Date: March 23, 2012

LRAD Corporation

By: /s/ Katherine H. McDermott  
Katherine H. McDermott  
Chief Financial Officer