

Wayside Technology Group, Inc.
Form 8-K
June 08, 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): **June 6, 2012**

WAYSIDE TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-26408
(Commission

File Number)

13-3136104
(IRS Employer

Identification No.)

1157 Shrewsbury Avenue, Shrewsbury, New Jersey

07702

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(Address of principal executive offices)

(Zip Code)

732-389-8950

(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 (see General Instruction A.2 below):

- 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

Wayside Technology Group, Inc. (the "Company") held its annual meeting of stockholders on June 6, 2012. At such annual meeting, 3,879,660 shares of our common stock were represented either in person or by proxy, which is equal to 83.06% of our issued and outstanding common stock. At our annual meeting, the Company's stockholders voted to (i) elect the seven nominees named below to the Company's board of directors until the next annual meeting of the stockholders or until their successors are duly elected and qualified, (ii) approve the Company's 2012 Stock-Based Compensation Plan (the "Stock Plan") and the allocation of 600,000 shares of the Company's common stock reserved for issuance under the Stock Plan, (iii) approve the Company's 2012 Executive Incentive Plan (the "Executive Plan") to permit the payment of awards that qualify as deductible performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and (iv) ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for 2012.

Proposal 1: Election of Directors The number of votes for, withheld and abstained and all shares as to which brokers indicated that they did not have authority to vote with respect to each director nominee were as follows:

| Nominee | Votes For | Votes Withheld | Votes Abstained | Broker Non-Votes |
|-----------------------|-----------|----------------|-----------------|------------------|
| Simon F. Nynens | 1,760,000 | 535,354 | 0 | 1,584,306 |
| William H. Willett | 1,408,179 | 887,175 | 0 | 1,584,306 |
| F. Duffield Meyercord | 1,872,818 | 422,536 | 0 | 1,584,306 |
| Edwin H. Morgens | 1,730,975 | 564,379 | 0 | 1,584,306 |
| Allan D. Weingarten | 1,765,293 | 530,061 | 0 | 1,584,306 |
| Mark T. Boyer | 1,750,469 | 544,885 | 0 | 1,584,306 |
| Mike Faith | 1,873,254 | 422,100 | 0 | 1,584,306 |

Proposal 2: Approval of the 2012 Stock-Based Compensation Plan The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 1,692,015 | 592,221 | 11,118 | 1,584,306 |

Proposal 3: Approval of the Company's Executive Incentive Plan for Purposes of Section 162(m) of the Internal Revenue Code of 1986 The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 2,213,960 | 69,577 | 11,817 | 1,584,306 |

Proposal 4: Ratification of the Appointment of EisnerAmper LLP as the Company's Independent Registered Public Accounting Firm for 2012 The final number of votes cast for, against or abstaining and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 3,726,844 | 142,195 | 10,621 | 0 |

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.

WAYSIDE TECHNOLOGY GROUP, INC.

Date: June 8, 2012

By: /s/ Simon F. Nynens
Name: Simon F. Nynens
Title: Chief Executive Officer