

EVOLVING SYSTEMS INC  
Form 8-K  
June 22, 2015

**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**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 17, 2015**

**Evolving Systems, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-34261**  
(Commission File Number)

**84-1010843**  
(I.R.S. Employer Identification  
No.)

**9777 Pyramid Court, Suite 100, Englewood, Colorado**  
(Address of principal executive offices)

**80112**  
(Zip Code)

Registrant's telephone number, including area code: **(303) 802-1000**

**Not applicable**

(Former name or former address, if changed since last report.)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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**

Evolving Systems held its Annual Meeting of Stockholders on June 17, 2015 ( Annual Meeting ) at the Company's headquarters in Englewood, Colorado. The Company is providing the following information regarding the results of the matters voted on by stockholders at the Annual Meeting.

Thaddeus Dupper, David J. Nicol, David S. Oros, Richard R. Ramlall, Julian D. Singer, and John B. Spirtos were elected to the Board of Directors. The stockholders also approved the amendment to the Company's 2007 Stock Incentive Plan; approved, on a non-binding, advisory basis, the compensation paid to our named executive officers; and they also ratified the Board of Directors' appointment of Friedman LLP as the Company's independent registered public accounting firm for the year ended December 31, 2015.

The final voting results on these matters were as follows:

1. Election of Directors

| Name               | Votes For | Votes Withheld | Broker Non-Vote | Percentage For |
|--------------------|-----------|----------------|-----------------|----------------|
| Thaddeus Dupper    | 8,046,283 | 143,779        | 2,493,188       | 69%            |
| David J. Nicol     | 8,079,318 | 110,744        | 2,493,188       | 69%            |
| David S. Oros      | 8,078,732 | 111,330        | 2,493,188       | 69%            |
| Richard R. Ramlall | 7,971,358 | 318,704        | 2,493,188       | 68%            |
| Julian D. Singer   | 7,863,598 | 326,464        | 2,493,188       | 67%            |
| John B. Spirtos    | 7,870,852 | 319,210        | 2,493,188       | 67%            |

2. Amendment of 2007 Stock Incentive Plan.

| Votes For | Votes Against | Votes Abstain | Broker Non-Vote | Percentage For |
|-----------|---------------|---------------|-----------------|----------------|
| 8,053,072 | 130,737       | 6,253         | 2,493,188       | 69%            |

3. Advisory Vote on Executive Compensation.

| Votes For | Votes Against | Votes Abstain | Broker Non-Vote | Percentage For |
|-----------|---------------|---------------|-----------------|----------------|
| 7,533,793 | 642,146       | 14,123        | 2,493,188       | 65%            |

4. Ratification of the selection of Friedman LLP as our independent registered public accounting firm to audit the consolidated financial statements of Evolving Systems for its fiscal year ending December 31, 2015.

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| Votes For  | Votes Against | Votes Abstain | Broker Non-Vote | Percentage For |
|------------|---------------|---------------|-----------------|----------------|
| 10,638,317 | 14,570        | 30,363        | 0               | 91%            |

**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.

Dated: June 22, 2015

Evolving Systems, Inc.

By:

/s/ DANIEL J. MOORHEAD  
Daniel J. Moorhead  
Vice President, Finance & Administration