



**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:

- .. 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**

(a) The annual meeting of stockholders of Andrea Electronics Corporation (the “Company”) was held on September 23, 2011.

(b) The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

1. The following individuals were elected as directors, to serve until the next annual meeting of stockholders by the following vote:

| Name               | Shares     | Votes      | Broker     |
|--------------------|------------|------------|------------|
|                    | Voted For  | Withheld   | Non-Votes  |
| Douglas J. Andrea  | 15,143,518 | 10,865,876 | 26,905,309 |
| Gary A. Jones      | 15,308,958 | 10,700,436 | 26,905,309 |
| Louis Libin        | 15,304,308 | 10,705,086 | 26,905,309 |
| Joseph J. Migliozi | 16,879,408 | 9,129,986  | 26,905,309 |
| Jonathan D. Spaet  | 14,353,943 | 11,655,451 | 26,905,309 |

2. The appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2011 was ratified by the stockholders by the following vote:

| <b>Shares Voted For</b> | <b>Shares Voted Against</b> | <b>Abstentions</b> |
|-------------------------|-----------------------------|--------------------|
| 52,084,819              | 356,348                     | 473,536            |

There were no broker non-votes on the proposal.

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## **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.

**ANDREA ELECTRONICS CORPORATION**  
(Registrant)

Date: September 28, 2011

By: /s/ Corisa L. Guiffre  
Corisa L. Guiffre  
Vice President and Chief Financial Officer

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