

TUCOWS INC /PA/  
Form 8-K  
September 12, 2012  
**UNITED STATES**

**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): September 11, 2012

TUCOWS INC.

(Exact Name of Registrant Specified in Charter)

Pennsylvania 0-28284 23-2707366  
(State or Other (Commission File (I.R.S. Employer

Jurisdiction of  
Incorporation)

Number)

Identification No.)

96 Mowat Avenue, Toronto, Ontario, Canada, Suite 200  
(Address of Principal Executive Offices)

M6K 3M1  
(Zip Code)

Registrant's telephone number, including area code: (416) 535-0123

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**

The annual meeting of the Company's shareholders was held on September 11, 2012 at the offices of the Company located at 96 Mowat Avenue, Toronto, Ontario, Canada. At that meeting the Company's shareholders voted on the matters set forth below:

Election of Directors

The Company's shareholders voted upon and elected the nine directors nominated in the Company's proxy statement dated August 7, 2012 for a term of one year and until their successors are duly selected and qualified. The following table sets forth a summary of the voting results with respect to the election of directors:

| <b>Director</b>     | <b>Votes For</b> | <b>Votes Against</b> | <b>Authority Withheld</b> |
|---------------------|------------------|----------------------|---------------------------|
| Allen Karp          | 12,102,090       | 0                    | 1,267,323                 |
| Elliot Noss         | 13,018,426       | 0                    | 350,987                   |
| Erez Gissin         | 12,970,101       | 0                    | 399,312                   |
| Eugene Fiume        | 13,004,701       | 0                    | 364,712                   |
| Jeffrey Schwartz    | 12,103,040       | 0                    | 1,266,373                 |
| Dr. Lloyd Morrisett | 12,102,440       | 0                    | 1,266,973                 |
| Stanley Stern       | 12,063,013       | 0                    | 1,306,400                 |
| Joichi Ito          | 11,429,649       | 0                    | 1,939,764                 |
| Rawleigh Ralls      | 12,257,080       |                      | 1,112,333                 |

There were 17,602,555 broker non-votes with respect to the election of directors.

Ratification of Appointment of Independent Auditors

The Company's shareholders voted upon and ratified the appointment of KPMG LLP as the independent auditors of the Company and its subsidiaries for the fiscal year ending December 31, 2012. The following table sets forth a summary of the voting results with respect to the ratification of the appointment of the independent auditors:

**Votes For    Votes Against    Abstentions**

30,184,993 685,486 101,489

Shares represented by broker non-votes are counted in determining whether a quorum is present, but are not counted toward a nominee's total of affirmative votes in the election of directors and had no effect on the approval of the other proposals. Withheld votes and votes to abstain are excluded entirely from the vote and had no effect on the outcome of any of the proposals.

**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.

**TUCOWS INC.**

By: /s/ Michael Cooperman  
Michael Cooperman  
Chief Financial Officer

Dated: September 12, 2012