

GSE SYSTEMS INC  
Form 8-K  
June 16, 2011

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 14, 2011

GSE SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

Delaware	001-14785	52-1868008
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1332 Londontown Blvd., Suite 200, Sykesville, MD 21784  
(Address of principal executive office and zip code)

(410) 970-7800  
Registrant's telephone number, including area code

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.

On June 14, 2011, the Company held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

	For	Withheld	Total Votes Casts	Broker Non-Votes
1) Election of Directors for a three year term expiring in 2014:				
Michael D. Feldman	10,543,572	63,966	10,607,538	4,406,992
Sheldon L. Glashow	10,479,483	128,055	10,607,538	4,406,992
Roger L. Hagengruber	10,481,030	126,508	10,607,538	4,406,992

The following directors are serving terms until the annual meeting in 2012 and were not re-elected at the June 14, 2011 annual meeting:

Joseph W. Lewis  
Jane Bryant Quinn  
O. Lee Tawes, III

The following directors are serving terms until the annual meeting in 2013 and were not re-elected at the June 14, 2011 annual meeting:

Jerome I. Feldman  
George J. Pedersen  
James A. Eberle

	For	Against	Abstain	Total
2) Ratification of KPMG LLP as the Company's independent registered public accountants for the 2011 fiscal year.	14,947,939	63,003	3,588	15,014,530

	For	Against	Abstain	Total	Broker Non-Votes
3) Approval of the 1995 Long-Term Incentive Plan (as amended)	9,350,144	1,215,361	42,033	10,607,538	4,406,992

	For	Against	Abstain	Total	Broker Non-Votes
4) Approval by non-binding vote, executive compensation	10,277,416	170,184	159,938	10,607,538	4,406,992



	1 Year	2 Years	3 Years	Abstain	Total
5) Recommend by non-binding vote, frequency of votes on executive compensation	6,485,959	463,531	3,526,094	131,954	10,607,538

#### 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 hereunto duly authorized.

GSE SYSTEMS, INC.

Date: June 16, 2011

/s/ Jeffery G. Hough  
Jeffery G. Hough  
Senior Vice President and CFO