

MICROFINANCIAL INC  
Form 8-K  
May 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): May 12, 2011  
MICROFINANCIAL INCORPORATED**

(Exact name of registrant as specified in its charter)  
**MASSACHUSETTS**

(State or other jurisdiction of incorporation)

001-14771

04-2962824

(Commission file number)

(IRS Employer Identification Number)

16 New England Executive Park, Suite 200, Burlington MA  
01803

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (781) 994-4800

N/A

(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):

- 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.**

On May 12, 2011, MicroFinancial Incorporated ( MicroFinancial or the Company ) held its 2011 Special Meeting of Stockholders in Lieu of Annual Meeting (the Meeting ). Two proposals were before the Meeting: (1) The election of two directors, Torrence C. Harder and Fritz von Mering, each to serve until the 2014 annual meeting and until their successors are elected and have qualified; and (2) the ratification of the selection of McGladrey & Pullen, LLP as independent auditors for MicroFinancial for 2011.

Only stockholders of record as of the close of business on April 5, 2011 were entitled to vote at the Meeting. As of April 5, 2011, 14,231,692 shares of common stock of the Company were outstanding and entitled to vote at the Meeting. At the Meeting, 13,238,458 shares of common stock of the Company were represented, in person or by proxy, constituting a quorum.

All of the proposals were approved. The votes with respect to the proposals are set forth below.

**(1) Elect Two Directors to Serve until the 2014 Annual Meeting:**

Name of Director Nominees	For	Withheld	Broker Non-Votes
Torrence C. Harder	8,134,046	2,437,176	2,667,236
Fritz von Mering	8,149,156	2,422,066	2,667,236

**(2) Ratify the appointment of McGladrey & Pullen, LLP as independent auditors for MicroFinancial for 2011:**

For	Against	Abstain
13,219,361	17,162	1,935

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**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MICROFINANCIAL INCORPORATED**  
Registrant

By: /s/ James R. Jackson, Jr.  
James R. Jackson, Jr.  
Vice President and Chief Financial  
Officer

Dated: May 16, 2011