

Ocean Power Technologies, Inc.
Form 8-K
October 11, 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): October 6, 2011

OCEAN POWER TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| Delaware (State or other Jurisdiction of Incorporation) | 001-33417 (Commission File Number) | 22-2535818 (IRS Employer Identification No.) |
|--|--|--|

| | |
|--|----------------------------|
| 1590 Reed Road Pennington, NJ (Address of Principal Executive Offices) | 08534 (Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code: **(609) 730-0400**

(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.

On October 6, 2011, Ocean Power Technologies, Inc. (the Company) held its 2011 Annual Meeting of Stockholders. At the Annual Meeting, the Company's stockholders voted on the following proposals:

1. To elect the six directors named in the Company's proxy statement to serve for a one-year term expiring at the Company's 2012 Annual Meeting of Stockholders and, in each case, until a successor is elected and qualified. Each nominee for director was elected by a vote of the stockholders as follows:

| Name | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------------|-------------------------|
| Seymour S. Preston III | 2,960,684 | 281,680 | 4,276,662 |
| David L. Davis | 3,009,816 | 232,548 | 4,276,662 |
| Thomas J. Meaney | 2,621,943 | 620,421 | 4,276,662 |
| Bruce A. Peacock | 2,883,372 | 358,992 | 4,276,662 |
| Dr. George W. Taylor | 2,686,777 | 555,587 | 4,276,662 |
| Charles F. Dunleavy | 2,686,040 | 556,324 | 4,276,662 |

2. To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2012. The proposal was approved by a vote of the stockholders as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 7,459,229 | 47,351 | 12,446 |

3. To approve, on a nonbinding advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K. The proposal was approved by a vote of the stockholders as follows:

| For | Against | Abstentions | Broker Non-votes |
|------------|----------------|--------------------|-------------------------|
| 2,244,607 | 608,626 | 389,131 | 4,276,662 |

4. To recommend, on a nonbinding advisory basis, the frequency of future advisory votes on the compensation paid to the Company's named executive officers. The stockholders recommended that future advisory votes should occur every year.

| One Year | Two Years | Three Years | Abstentions | Broker Non-votes |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 2,398,007 | 413,226 | 69,352 | 361,779 | 4,276,662 |

In accordance with the voting results on this advisory proposal, the Board of Directors of the Company has determined that the Company will hold an advisory vote on executive compensation annually.

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.

OCEAN POWER TECHNOLOGIES, INC.

Date: October 11, 2011

By: /s/ BRIAN M. POSNER

Brian M. Posner
Chief Financial Officer