

VASCO DATA SECURITY INTERNATIONAL INC
Form 8-K
June 15, 2012

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 13, 2012

VASCO Data Security International, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

1901 South Meyers Road, Suite 210

000-24389
(Commission

File Number)

36-4169320
(IRS Employer

Identification No.)

60181

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Oakbrook Terrace, Illinois
(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (630) 932-8844

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. 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))

Item 5.07 Submission of Matters to a Vote of Security Holders

The 2012 Annual Meeting of Stockholders VASCO Data Security International, Inc. (the Company) was held June 13, 2012.

The shareholders of the Company voted on the following items at the Annual Meeting:

1. To elect five directors to serve on the Board of Directors for terms expiring in 2013; and
2. To ratify the appointment by the Audit Committee of the Board of Directors of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

Votes regarding the election of the director nominees were as follows:

	Shares Voted in Favor of	Shares Withholding Authority	Broker Non-Votes
T. Kendall Hunt	26,067,722	250,907	5,961,228
Michael P. Cullinane	22,507,540	3,811,089	5,961,228
John N. Fox, Jr.	20,758,529	5,560,100	5,961,228
Jean K. Holley	22,510,559	3,808,070	5,961,228
John R. Walter	21,002,250	5,316,379	5,961,228

Based on the votes set forth above, the director nominees were duly elected.

The proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 received the following votes:

Shares Voted For	Shares Voted Against	Abstentions	Broker Non-Votes
32,108,337	161,929	9,551	0

Based on the votes set forth above, the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 was duly ratified.

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.

Date: June 15, 2012

VASCO Data Security International, Inc.

/s/ Clifford K. Bown
Clifford K. Bown
Chief Financial Officer