

LSI INDUSTRIES INC  
Form 8-K  
November 20, 2014  
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 Act of 1934

Date of Report (Date of earliest event reported): November 20, 2014

LSI INDUSTRIES INC.  
(Exact name of Registrant as specified in its Charter)

Ohio 0-13375 31-0888951  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

45242  
10000 Alliance Road, Cincinnati, Ohio  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (513) 793-3200

(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 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) At the Annual Meeting of Shareholders of LSI Industries Inc. (the "Annual Meeting"), which was held on November 20, 2014, the shareholders of the Company approved the amendments to the LSI Industries Inc. 2012 Amended and Restated Stock Incentive Plan (the "2012 Plan") to increase the number of common shares available for issuance thereunder by 800,000 and to increase the number of stock options or stock appreciation rights that may be granted to an individual in a calendar year by 75,000. At the Annual Meeting shareholders also approved an amendment to the Company's Nonqualified Deferred Compensation Plan to increase the number of common shares available for issuance thereunder by 100,000.

Item 5.07 – Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders of LSI Industries Inc. was held on November 20, 2014 at which the following matters were submitted to a vote of shareholders:

(a) Votes regarding the election of seven directors.

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Robert P. Beech	16,423,361.66	1,335,004.50	5,576,031.00
Gary P. Kreider	14,347,132.08	3,411,234.08	5,576,031.00
Dennis B. Meyer	16,755,566.06	1,002,800.10	5,576,031.00
Wilfred T. O'Gara	16,426,492.66	1,331,873.50	5,576,031.00
Robert J. Ready	16,708,543.70	1,049,822.46	5,576,031.00
Mark A. Serriane	16,678,117.62	1,080,248.54	5,576,031.00
James P. Sferra	16,420,001.10	1,338,365.06	5,576,031.00

(b) Votes regarding the ratification of the Audit Committee's appointment of Grant Thornton LLP as LSI's Independent Registered Public Accounting Firm for fiscal 2015.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
23,082,942.96	179,528.72	71,925.48

(c) Votes regarding the approval of amendments to LSI's Amended and Restated Stock Incentive Plan to increase the number of common shares available for issuance by 800,000 and to increase the number of stock options or stock appreciation rights that may be granted to an individual in a calendar year by 75,000.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,616,357.23	968,827.73	173,181.19	5,576,031.00

(d) Votes regarding the approval of an amendment to LSI's Nonqualified Deferred Compensation Plan to increase the number of common shares available for issuance by 100,000.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,498,266.33	1,170,009.83	90,090.00	5,576,031.00

(e) Advisory votes on the Company's executive compensation as described in the Company's Proxy Statement.

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<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,617,178.30	824,411.13	316,776.73	5,576,031.00

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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.

LSI INDUSTRIES INC.

BY: /s/Ronald S. Stowell

Ronald S. Stowell

Vice President, Chief Financial Officer and Treasurer

(Principal Accounting Officer)

November 20, 2014