

GREENMAN TECHNOLOGIES INC

Form 8-K

July 27, 2012

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): **July 23, 2012**

GREENMAN TECHNOLOGIES, INC.

(Exact name of Registrant as Specified in its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

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1-13776 71-0724248
(Commission File Number) (I.R.S. Employer Identification Number)

7 Kimball Lane

Lynnfield Massachusetts 01940

(Address of Principal Executive Offices, including Zip Code)

(781) 224-2411

(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 to 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 July 23, 2012, GreenMan Technologies, Inc., a Delaware corporation (the “Company”), held its 2012 Annual Meeting of Stockholders, at which directors were elected, we received approval to amend our Restated Certificate of Incorporation to change our name, increase our authorized shares of Common Stock and eliminate the description of the Class A Convertible Preferred Stock. In addition, shareholder’s ratified Schechter, Dokken, Kanter, Andrews & Selcer, Ltd.’s appointment as the Company’s independent auditors for the fiscal year ending September 30, 2012 was ratified. The final voting results of each of these matters were as follows:

1. Election of Directors:

Nominee	Votes For	Votes		Broker Non-Votes
		Withheld	Non-Votes	
Maury Needham	19,243,078	523,075	15,908,032	
Lew Boyd	19,239,678	526,475	15,908,032	
Kevin Tierney, Sr.	19,242,073	524,080	15,908,032	
Lyle Jensen	19,251,478	514,675	15,908,032	

2. Approve an amendment to our Restated Certificate of Incorporation to change the Company’s name from GreenMan Technologies, Inc. to American Power Group Corporation:

Votes For	Votes		Broker	
	Against	Abstentions	Non-Votes	
55,858,155	347,910	8,119	--	

3. Approve an amendment to our Restated Certificate of Incorporation to increase the number of shares of our Common Stock from 100,000,000 to 150,000,000:

Votes For	Votes		Broker	
	Against	Abstentions	Non-Votes	
53,526,790	2,663,083	24,309	--	

4. Approve an amendment to our Restated Certificate of Incorporation to eliminate the description of the Class A Convertible Preferred Stock:

Votes			Broker
Votes For	Against	Abstentions	Non-Votes
39,528,702	747,355	30,096	15,908,032

5. Ratification of the appointment of Schechter, Dokken, Kanter, Andrews & Selcer, Ltd. as independent auditors for fiscal year ending September 30, 2012:

Votes			Broker
Votes For	Against	Abstentions	Non-Votes
54,816,171	1,297,378	100,634	--

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.

GREENMAN TECHNOLOGIES, INC.

By: /s/ Charles E. Coppa

Charles E. Coppa

Chief Financial Officer

Date: July 26, 2012