

CSP INC /MA/  
Form 8-K  
February 22, 2017

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): February 17, 2017

CSP Inc.

(Exact Name of Registrant as Specified in its Charter)

Massachusetts (State or Other Jurisdiction of Incorporation)	000-10843 (Commission File Number)	04-2441294 (IRS Employer Identification Number)
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175 Cabot Street - Suite 210,  
Lowell, Massachusetts 01854  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (978) 954-5038

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

(b) At the Company's 2017 Annual Meeting on February 17, 2017, of the 3,820,737 shares outstanding and entitled to vote, 3,477,776 shares were represented, constituting a quorum. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting, as certified by the Inspector of Elections for the Meeting, are as follows:

Item No. Election of five directors to serve until the Company's 2018 Annual Meeting or until their respective successors are elected and qualified, by the votes set forth in the table below.

Nominee	For	Withhold
Victor Dellovo	1,776,839	39,975
Ismail "Izzy" Azeri	1,776,839	39,975
Charles Blackmon	1,281,603	535,211
C. Shelton James	1,279,003	537,811
Marilyn T. Smith	1,268,416	548,111

Item No. 2: Advisory vote to approve the compensation paid to the Company's named executive officers voted as follows:

For	Against	Abstain
1,396,189	377,460	43,165

Item No. 3: Ratification of the appointment of RSM US, LLP as the Company's independent auditors for fiscal 2017, voted as follows:

For	Against	Abstain
3,456,143	21,503	121

Not later than 150 days after the date of the Annual Meeting, and in no event less than 60 days prior to the deadline for submission of shareholder proposals under Rule 14a-8 as disclosed in our most recent proxy statement, we will disclose, by amendment to this Form 8-K, the Company's decision in light of the vote on Item 2 as to how frequently the Company will include a shareholder vote on the compensation of executives in our proxy materials until the next required vote on the frequency of shareholder votes on the compensation of executives.

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.

CSP Inc.

By: /s/ Gary W. Levine  
Name: Gary W. Levine  
Title: Secretary

Dated: February 22, 2017