

SIGMATRON INTERNATIONAL INC  
Form 8-K  
September 21, 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**

**September 16, 2011**

Date of Report (Date of earliest event reported)

**SIGMATRON INTERNATIONAL, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**0-23248**  
(Commission  
File Number)

**36-3918470**  
(I.R.S. Employer  
Identification No.)

**2201 Landmeier Road, Elk Grove Village, Illinois 60007**

(Address of principal executive offices) (Zip Code)

**(847) 956-8000**

(Registrant's telephone number, including area code)

**Not Applicable**

(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))
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**ITEM 5.07. Submission of Matters to a Vote of Security Holders.**

On September 16, 2011, the Company held its 2011 Annual Meeting of Stockholders. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and Regulation 14A thereunder for the purpose of (i) electing two Class III Directors to hold office until the 2014 Annual Meeting of Stockholders, (ii) ratifying the selection of BDO USA, LLP as registered public accountants of the Company for the fiscal year ending April 30, 2012 and (iii) acting upon a proposal to approve the adoption of SigmaTron International, Inc. 2011 Employee Stock Option Plan. Each holder of common stock was entitled to one vote for each share held on the record date.

The following individuals were elected as Class III Directors to hold office until the 2014 Annual Meeting of Stockholders: Gary R. Fairhead and Dilip S. Vyas. The number of shares cast for, and withheld with respect to the nominees were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Abstained</u>	<u>Broker Non-Votes</u>
Gary R. Fairhead	2,209,839	14,966		1,328,528
Dilip S. Vyas	2,209,796	15,009		1,328,528

There were 1,328,528 broker non-votes for each of the nominees with respect to the election of directors. The following persons are directors of the Company whose current term extends beyond the 2011 Annual Meeting of Stockholders: Thomas W. Rieck, Barry R. Horek, Bruce J. Mantia, Linda K. Frauendorfer and Paul J. Plante. There was no solicitation in opposition to management's nominees for directors.

The stockholders voted to approve the ratification of the selection of BDO USA, LLP as registered public accountants for the Company for the fiscal year ending April 30, 2012. A total of 3,534,756 shares were cast for such ratification, 12,194 shares were voted against, and 6,383 shares abstained. Additionally, there were 0 broker non-votes with respect to such ratification.

The stockholders voted to approve the adoption of the SigmaTron International, Inc. 2011 Employee Stock Option Plan. A total of 1,630,906 shares were cast for such adoption, 592,499 shares voted against, and 1,400 shares abstained. Additionally, there were 1,328,528 broker non-votes with respect to such adoption.

**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.

SIGMATRON INTERNATIONAL, INC.

Date: September 21, 2011

By: /s/ Gary R. Fairhead

Name: Gary R. Fairhead

Title: President and Chief Executive  
Officer