

AMERICAN PUBLIC EDUCATION INC
Form 8-K
May 25, 2010

**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): May 20, 2010

American Public Education, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other Jurisdiction of
Incorporation)

001-33810

(Commission File Number)

01-0724376

(IRS Employer Identification No.)

111 W. Congress Street

Charles Town, West Virginia

(Address of Principal Executive Offices)

25414

(Zip Code)

Registrant's telephone number, including area code: **304-724-3700**

(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))

INFORMATION TO BE INCLUDED IN THE REPORT

Section 5 Corporate Governance and Management

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

American Public Education, Inc.'s (the "Company") 2010 Annual Meeting of Stockholders (the "Annual Meeting") was held on May 20, 2010. As of March 30, 2010, the date of record for determining the Company stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 18,364,101 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. At the meeting, the holders of 16,740,384 shares of the Company's issued and outstanding common stock were represented in person or by proxy, constituting a quorum. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on April 8, 2010. The vote results detailed below represent final results as certified by the Inspector of Elections.

Following are descriptions of the matters voted on and the final results of such voting:

Proposal 1: Election of Directors:

The following members were elected to the Company's Board of Directors to hold office for the term expiring at the 2011 Annual Meeting of Stockholders or until their successors are elected and qualified or until his or her earlier death, resignation or removal:

| | Votes For | Votes Withheld |
|------------------------|------------|----------------|
| Wallace E. Boston, Jr. | 15,509,525 | 46,349 |
| J. Christopher Everett | 15,509,631 | 46,243 |
| Barbara G. Fast | 15,515,181 | 40,693 |
| F. David Fowler | 15,509,347 | 46,527 |
| Jean C. Halle | 15,542,234 | 13,640 |
| Timothy J. Landon | 15,509,776 | 46,098 |
| Timothy T. Weglicki | 15,536,794 | 19,080 |

Proposal 2: Ratification of the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2010:

The proposal was approved by the following vote:

| Votes For | Votes Against | Abstentions | Broker non-votes |
|------------|---------------|-------------|------------------|
| 16,724,806 | 11,750 | 3,828 | 0 |
| | | 2 | |
| | | 2 | |

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.

AMERICAN PUBLIC EDUCATION, INC.

Date: May 25, 2010

By: /s/ Harry T. Wilkins

Harry T. Wilkins

Executive Vice President and Chief Financial Officer

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