

AMERICAN SOFTWARE INC  
Form 8-K  
August 28, 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 Exchange Act of 1934**

Date of Report (Date of earliest event reported) **August 19, 2014**

**AMERICAN SOFTWARE, INC.**

**(Exact name of registrant as specified in its charter)**

**Georgia**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**0-12456**  
**(Commission**  
**File Number)**

**58-1098795**  
**(IRS Employer**  
**Identification No.)**

**470 East Paces Ferry Road, N.E.**

**Atlanta, Georgia**  
**(Address of principal executive offices)**

**30305**  
**(Zip Code)**

Registrant's telephone number, including area code **(404) 261-4381**

(Former name or former address, if changed since last report) Not Applicable.

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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))

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

On August 19, 2014, American Software, Inc. (the Registrant ) held its Annual Meeting of Shareholders. At the meeting, 24,298,533 Class A shares and 2,587,086 Class B were represented in person or by proxy, which constituted a quorum. Other than in the election of directors, in which holders of Class A shares and Class B shares vote as separate classes, each outstanding Class A share is entitled to one-tenth vote per share and each outstanding Class B share is entitled to one vote per share on all matters brought before the Registrant s shareholders. The final results for each matter submitted to the shareholders of the Registrant at the meeting are as follows:

1. The following persons were duly elected directors of the Registrant:

	Votes For	Votes Against	Votes Withheld	Broker Non-Votes
<b>CLASS A DIRECTORS</b>				
W. Dennis Hogue	19,129,173	0	748,699	4,420,661
John J. Jarvis	19,130,739	0	747,133	4,420,661
James B. Miller, Jr.	19,049,512	0	828,360	4,420,661
<b>CLASS B DIRECTORS</b>				
James C. Edenfield	2,587,086	0	0	0
J. Michael Edenfield	2,587,086	0	0	0
Thomas L. Newberry, V	2,587,086	0	0	0

2. The resolution approving the compensation of the Registrant s named executive officers, on an advisory basis, was approved as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
4,526,267	29,321	19,285	442,066

3. The ratification of the appointment of KPMG LLP as the Registrant s independent registered public accounting firm for the fiscal year ending April 30, 2015 was approved as follows:

Votes For	Votes Against	Abstentions
4,938,272	75,523	3,145

**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 SOFTWARE, INC.**

Dated: August 28, 2014

By: /s/ Vincent C. Klinges  
Name: Vincent C. Klinges  
Title: Chief Financial Officer