

COMPUTER TASK GROUP INC
Form 8-K
May 10, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 9, 2012

COMPUTER TASK GROUP, INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

NEW YORK
(State or Other Jurisdiction of Incorporation)

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(Commission File Number)

(IRS Employer Identification No.)

800 Delaware Avenue, Buffalo, NY
(Address of Principal Executive Offices)

14209
(Zip Code)

(716) 882-8000

(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 (*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))

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

On May 9, 2012, the Company held its Annual Meeting of the Shareholders (the Annual Meeting) in Buffalo, New York. At the Annual Meeting, the Company's shareholders approved three proposals based on the votes set forth below. The proposals are described in detail in the proxy statement for the Annual Meeting.

Proposal 1

The election of two directors, whose terms are described in the proxy statement.

| Director's Name | For | Withhold Authority | Broker Non-Votes |
|------------------------|------------|---------------------------|-------------------------|
| Daniel J. Sullivan | 14,081,431 | 1,077,488 | 0 |
| John M. Palms | 14,078,438 | 1,080,481 | 0 |

Proposal 2

Non-Binding Approval, on an Advisory Basis, of the Company's Compensation Plan for Named Executive Officer's.

| For | Against | Abstain |
|------------|----------------|----------------|
| 13,982,447 | 598,150 | 578,322 |

Proposal 3

To approve and ratify an amendment to the Company's First Employee Stock Purchase Plan to increase the number of shares of the Company's common stock authorized for purchase under such Plan by 250,000 shares.

| For | Against | Abstain |
|------------|----------------|----------------|
| 14,649,610 | 113,425 | 395,884 |

SIGNATURE

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.

Date: May 9, 2012

**COMPUTER TASK GROUP,
INCORPORATED**

/s/ Peter P. Radetich

Peter P. Radetich
Senior Vice President, General
Counsel and Secretary