

AMERICAN SOFTWARE INC  
Form 8-K  
August 25, 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): August 25, 2017 (August 23, 2017)**

**AMERICAN SOFTWARE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Georgia**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-12456**  
**Commission File Number**

**470 East Paces Ferry Road, NE, Atlanta, Georgia 30305**

**58-1098795**  
**(I.R.S. Employer**

**Identification No.)**

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**(Address of principal executive offices)**

**(404) 261-4381**

**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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financing accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

On August 23, 2017, American Software, Inc. (the Registrant) held its annual meeting of shareholders. At the meeting, 25,568,023 Class A shares and 2,329,098 Class B shares 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 a 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 annual meeting are as follows:

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

|                          | <b>Votes For</b> | <b>Votes Against</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------------|------------------|----------------------|-----------------------|-------------------------|
| <b>CLASS A DIRECTORS</b> |                  |                      |                       |                         |
| W. Dennis Hogue          | 19,578,152       | 1,026,686            | 20,998                | 4,942,187               |
| James B. Miller          | 17,262,291       | 3,342,809            | 20,736                | 4,942,187               |
| <b>CLASS B DIRECTORS</b> |                  |                      |                       |                         |
| James C. Edenfield       | 2,329,098        | 0                    | 0                     | 0                       |
| J. Michael Edenfield     | 2,329,098        | 0                    | 0                     | 0                       |
| Matthew G. McKenna       | 2,329,098        | 0                    | 0                     | 0                       |
| Thomas L. Newberry, V    | 2,329,098        | 0                    | 0                     | 0                       |

2. The ratification of the appointment of KPMG LLP as the Registrant's independent registered public accounting firm for the fiscal year ending April 30, 2018 was approved as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 4,830,422        | 52,618               | 2,860              |

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

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 4,345,316        | 34,949               | 11,416             | 494,219                 |

4. The amendment to Registrant's 2011 Equity Compensation Plan (the Plan) to increase the number of shares authorized to be issued pursuant to the Plan by 1,000,000 shares from 6,000,000 shares to 7,000,000 shares was approved as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 4,192,132        | 195,483              | 4,067              | 494,219                 |

5. The resolution to conduct future advisory votes on the compensation of our named executive officers on an annual basis was approved as follows:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|--------------------|-------------------------|
| 4,103,204       | 7,763            | 266,701            | 14,015             | 494,219                 |

In light of the above results, the Registrant will include a shareholder vote on the compensation of executives in the proxy materials every year until the next required vote on the frequency of shareholder votes on the compensation of our named executive officers.

**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.

Date: August 25, 2017

**AMERICAN SOFTWARE, INC.**

(Registrant)

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