



Edgar Filing: Inrad Optics, Inc. - Form 8-K

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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**

At the Annual Meeting of Shareholders of Inrad Optics, Inc. held on June 15, 2016, shareholders representing 11,306,733 shares or 88.8% of the 12,733,208 shares of common stock outstanding on the record date of April 25, 2016 were present in person or by proxy, constituting a quorum for the purposes of the Annual Meeting. Matters voted upon at the Annual Meeting were as follows:

**Proposal One: The election of two (2) Class III directors to the Board of Directors to hold office for three (3) years.**

The Board's nominees were elected. Voting for Proposal One was as follows:

***Class III Director — Term Expires in 2019***

|                                    | <i>Votes</i>              | <i>Votes</i> | <i>Broker</i> |
|------------------------------------|---------------------------|--------------|---------------|
| <i>Proposal One - Nominees For</i> | <i>Withheld Non-Votes</i> |              |               |
| <b>Jan M. Winston</b>              | 6,487,868                 | 203,977      | 4,614,888     |
| <b>Amy Eskilson</b>                | 6,487,868                 | 203,977      | 4,614,888     |

**Proposal Two: Ratification of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the fiscal year ended December 31, 2016.**

Voting for Proposal Two was as follows:

|                     | <i>Votes</i> | <i>Votes</i>   | <i>Votes</i>     | <i>Broker</i>    |
|---------------------|--------------|----------------|------------------|------------------|
| <i>Proposal Two</i> | <i>For</i>   | <i>Against</i> | <i>Abstained</i> | <i>Non-Votes</i> |

|   |            |         |   |   |
|---|------------|---------|---|---|
| <b>Vote on Ratification of Independent Registered Public Accountant</b> | 10,873,147 | 433,586 | 0 | 0 |
|---|------------|---------|---|---|

**Proposal Three: Approval, as a non-binding advisory vote, our named executive officer compensation.**

Voting for Proposal Three was as follows:

|                       | <i>Votes</i> | <i>Votes</i>   | <i>Votes</i>     | <i>Broker</i>    |
|-----------------------|--------------|----------------|------------------|------------------|
| <i>Proposal Three</i> | <i>For</i>   | <i>Against</i> | <i>Abstained</i> | <i>Non-Votes</i> |

|   |           |         |        |           |
|---|-----------|---------|--------|-----------|
| <b>Advisory Executive Compensation Vote</b> | 6,424,991 | 229,577 | 37,277 | 4,614,888 |
|---|-----------|---------|--------|-----------|

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**INRAD OPTICS, INC.**

Date: June 16, 2016 By: /s/ William J. Foote  
William J. Foote  
Chief Financial Officer, Secretary and Treasurer