

AMERICAN SOFTWARE INC  
Form 8-K  
August 23, 2012

**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 20, 2012

**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.)

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

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

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

**30305**  
(Zip 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))

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

On August 20, 2012, American Software, Inc. (the Company) held its Annual Meeting of Shareholders. At the meeting, 23,175,764 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 one-tenth vote per share and each outstanding Class B share is entitled to one vote per share on all matters brought before the Company's shareholders. The final results for each matter submitted to the shareholders of the Company at the meeting are as follows:

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

|                          | Votes For  | Votes Against | Votes Withheld | Broker Non-Votes |
|--------------------------|------------|---------------|----------------|------------------|
| <b>CLASS A DIRECTORS</b> |            |               |                |                  |
| W. Dennis Hogue          | 17,473,311 | 0             | 581,425        | 5,121,028        |
| John J. Jarvis           | 17,170,577 | 0             | 884,159        | 5,121,028        |
| James B. Miller, Jr.     | 17,342,209 | 0             | 712,527        | 5,121,028        |
| <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       | 2,587,086  | 0             | 0              | 0                |
| Thomas L. Newberry, V    | 2,587,086  | 0             | 0              | 0                |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,332,336 | 48,937        | 11,287      | 512,103          |

3. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2013 was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,878,229 | 22,001        | 4,433       | 0                |

## **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 23, 2012

By: /s/ Vincent C. Klinges

Name: Vincent C. Klinges

Title: Chief Financial Officer