

NVE CORP /NEW/  
Form 8-K  
August 16, 2011

**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 15, 2011

**NVE Corporation**

(Exact name of registrant as specified in its charter)

Minnesota

000-12196

41-1424202

(State or other jurisdiction of incorporation)

(Commission File Number)  
(IRS Employer Identification No.)

11409 Valley View Road, Eden Prairie, Minnesota

55344

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (952) 829-9217

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(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):

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

Our Annual Meeting of Shareholders was held August 15, 2011. Proxies for the meeting were solicited pursuant to Section 14(a) of the Exchange Act. All of our directors attended the meeting.

The Annual Meeting was held for the following purposes: (1) to elect five directors to serve until the next Annual Meeting of Shareholders; (2) to approve named executive officer compensation as disclosed in our Proxy Statement; (3) to vote on a non-binding proposal regarding the frequency of the vote on our executive compensation program; and (4) to ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2012.

There were 4,776,198 shares of common stock entitled to vote at the meeting with a majority represented at the meeting. The Board of Directors recommended a vote for each of the Director nominees, for Proposal 2, one year for Proposal 3, and for Proposal 4. There was no solicitation in opposition. The affirmative vote of a plurality of the voting power was required for Proposal 1; a majority of the voting power was required to approve Proposals 2 and 4.

Final voting results were as follows:

<b>Number of Shares Voted For</b>	<b>Withheld</b>	<b>Abstain</b>	
			1. To elect five directors to serve until the next Annual Meeting of Shareholders.
Terrence W. Glarner 2,759,081	13,790	1,100	Daniel A. Baker 2,760,548 12,323 1,100 James D. Hartman 2,762,167 10,704 1,100
Patricia M. Hollister 2,762,567	10,304	1,100	Robert H. Irish 2,755,176 17,695 1,100 <b>Voted For Voted Against Abstain</b>
			2. To approve named executive officer compensation as disclosed in our Proxy Statement. 2,723,504 32,871 17,596 <b>1 Year 2 Years 3 Years Abstain</b>
			3. To vote on a non-binding proposal regarding the frequency of the vote on our executive compensation program. 2,450,293 8,084 301,491 14,104 <b>Voted For Voted Against Abstain</b>
			4. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending March 31, 2012. 4,035,179 55,798 3,033

Based on the results, each director nominee was reelected, named executive officer compensation was approved, the result of the vote on the frequency of the vote on our executive compensation program was one year, and the selection of our independent registered public accounting firm was ratified.

**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 **August 16, 2011 NVE CORPORATION**  
(Registrant)

**/s/ CURT A. REYNDERS**  
Curt A. Reynders  
Chief Financial Officer and Secretary