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SIMTEK CORP
Form 8-K
July 10, 2006

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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: June 29, 2006

Simtek Corporation
(Exact Name of Registrant as Specified in Charter)

| | | |
|---------------------------------------------------|-----------------------------|------------------------------------|
| Colorado | 0-19027 | 84-1057605 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification #) |

4250 Buckingham Dr. #100, Colorado Springs, CO 80907
(Address of Principal Executive Office)

(719) 531-9444
(Registrant's telephone number, including area code)

- 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 8.01 Other Events.

On June 29, 2006, Simtek Corporation (the "Company") held its 2006 Annual Meeting of the Shareholders (the "Annual Meeting"). Set forth below are the results of the votes taken at the Annual Meeting. The number of issued and outstanding shares of the Common Stock of the Company as of May 17, 2006, the record date established by the Board of Directors for determining shareholder eligibility to vote at the Annual Meeting, was 147,160,823. There were represented personally or by proxy at the Annual Meeting shareholders holding an aggregate of 121,875,676 shares of the Common Stock of the Company, representing approximately 83% of the total shares eligible to vote. The Company's shareholders were voting on four matters at the Annual Meeting. Those four matters were the election of two directors, the reincorporation of the Company in Delaware, the reverse split of the outstanding shares of the Common Stock of the Company and the ratification of the selection of Hein & Associates LLP as the independent auditors for fiscal 2006.

The two nominees for election to the Board of Directors, for either three-year terms (if the reincorporation in Delaware is not effected) or one-year terms (if the reincorporation in Delaware is effected), were elected by the shareholders by the following vote:

| Name | Votes For | Votes Withheld |
|----------------|-------------|----------------|
| ----- | ----- | ----- |
| Ronald Sartore | 120,303,618 | 1,572,058 |
| Alfred Stein | 120,411,489 | 1,464,187 |

The proposal to reincorporate the Company in the state of Delaware was approved by the shareholders by the following vote:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| ----- | ----- | ----- | ----- |
| 81,226,026 | 919,678 | 162,600 | 39,567,372 |

The proposal to effect a reverse split of the outstanding shares of the Common Stock of the Company (with the ratio of the reverse split being in the range of one-for-five to one-for-twenty shares, the exact ratio being determined by the Board of Directors) was approved by the shareholders by the following vote:

| Votes For | Votes Against | Abstain |
|-------------|---------------|---------|
| ----- | ----- | ----- |
| 116,714,049 | 5,004,983 | 156,644 |

The proposal to ratify the selection of Hein & Associates LLP, independent auditors, as auditors of the Company for the year ending December 31, 2006 was approved by the shareholders by the following vote:

| Votes For | Votes Against | Abstain |
|------------|---------------|---------|
| ----- | ----- | ----- |
| 121,02,768 | 165,753 | 681,155 |

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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.

SIMTEK CORPORATION

By: /s/ Brian Alleman

Brian Alleman, Chief Financial Officer

July 10, 2006