

LIQUIDMETAL TECHNOLOGIES INC
Form 8-K
July 02, 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): June 28, 2012

LIQUIDMETAL TECHNOLOGIES, INC.
(Exact name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-31332
(Commission File Number)

33-0264467
(I.R.S. Employer Identification No.)

30452 Esperanza
Rancho Santa Margarita, California 92688
(Address of Principal Executive Offices; Zip Code)

Registrant's telephone number, including area code: (949) 635-2100

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))
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Item 5.03 Amendments to Articles of Incorporation of Bylaws; Change in Fiscal Year

As described more fully below under Item 5.07 of this Current Report on Form 8-K, on June 28, 2012, the stockholders of Liquidmetal Technologies, Inc. (the “Company”) approved an amendment to the Certificate of Incorporation of the Company (the “Amendment”) increasing the number of authorized shares of common stock from 300 million to 400 million.

The description of the Amendment set forth above is qualified in its entirety by the text of the Amendment attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

On June 28, 2012, the Company held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders (i) elected five directors to the Company’s board of directors, (ii) approved an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million to 400 million, (iii) approved the Company’s 2012 Equity Incentive Plan (attached hereto as Exhibit 10.1 and incorporated herein by reference), and (iv) ratified the appointment of SingerLewak LLP as the Company’s independent registered public accounting firm for fiscal year 2012, each as more fully described below.

Item No. 1: Proposal to elect five directors to the Company’s Board of Directors to serve until the Annual Meeting of Stockholders in 2013.

| Nominee | For | Withheld | Broker Non-Votes |
|---------------|------------|------------|------------------|
| Scott Gillis | 61,577,712 | 10,817,206 | 69,005,392 |
| Mark Hansen | 61,826,000 | 10,568,918 | 69,005,392 |
| Abdi Mahamedi | 60,114,383 | 12,280,535 | 69,005,392 |
| Ricardo Salas | 59,437,360 | 12,957,558 | 69,005,392 |
| Thomas Steipp | 58,290,129 | 14,104,789 | 69,005,392 |

Item No. 2: Proposal to approve an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock from 300 million to 400 million.

Common Stock, voting as a separate class

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 95,225,006 | 32,032,077 | 174,117 | 0 |

Common Stock, voting together with Series A Preferred Stock (with Series A Preferred Stock voting on an as converted to Common Stock basis)

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 109,082,608 | 32,032,077 | 285,625 | 0 |

Item No. 3 Proposal to approve the Company's 2012 Equity Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 55,360,881 | 16,805,541 | 228,496 | 69,005,392 |

Item No. 4 Ratification of SingerLewak LLP as independent registered public accounting firm for fiscal year 2012.

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 123,711,479 | 16,747,702 | 941,129 | 0 |

Item 9.01 Exhibits

(d) Exhibits

Exhibit No Description

| | |
|------|---|
| 3.1 | Second Certificate of Amendment to the Certificate of Incorporation of Liquidmetal Technologies, Inc. |
| 10.1 | Liquidmetal Technologies, Inc. 2012 Equity Incentive Plan |

Exhibit Index

Exhibit No Description

| | |
|-------------|---|
| <u>3.1</u> | Second Certificate of Amendment to the Certificate of Incorporation of Liquidmetal Technologies, Inc. |
| <u>10.1</u> | Liquidmetal Technologies, Inc. 2012 Equity Incentive Plan |

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 thereunder duly authorized.

LIQUIDMETAL TECHNOLOGIES, INC.

By: /s/ Thomas Steipp
Thomas Steipp,
President and Chief Executive Officer

Date: July 2, 2012
