

DIGITAL POWER CORP
Form 8-K
November 17, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: November 16, 2010
(Date of earliest event reported)

DIGITAL POWER CORPORATION
(Exact Name of Registrant as Specified in Charter)

| | | |
|---|----------------------------------|---|
| California (State or Other Jurisdiction of Incorporation) | 1-12711 (Commission File No.) | 94-1721931 (IRS Employer Identification Number) |
|---|----------------------------------|---|

41324 Christy Street, 94538
Fremont, California
(Address of Principal(Z i p
Executive Offices) Code)

Registrant's telephone number, including area code: (510) 657-2635

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.

The annual meeting of shareholders (the “Annual Meeting”) of Digital Power Corporation (the “Company”) was held on November 16, 2010. Two items were submitted to a vote of the shareholders, as described in detail in the Company’s Proxy Statement, dated October 5, 2010. The following briefly describes the items submitted to a vote at the Annual Meeting and the results of the shareholders' vote.

- (1) The shareholders elected five (5) directors to the Board of Directors of the Company. The vote regarding this item was as follows:

| Director Nominee | Votes For | Votes Withheld |
|------------------|-----------|----------------|
| Ben-Zion Diamant | 3,336,343 | 126,736 |
| Amos Kohn | 3,341,642 | 121,437 |
| Israel Levi | 3,453,739 | 9,340 |
| Yeheskel Manea | 3,338,242 | 124,837 |
| Robert Smith | 3,354,342 | 108,737 |

There were 2,201,241 broker non-votes with respect to the election of directors.

- (2) The shareholders ratified the appointment of Kost Forer Gabbay & Kasierer, a member of Ernst & Young Global Limited (“Kost Forer”), as the Company’s independent auditors for the fiscal year ending December 31, 2011. The vote regarding this item was as follows:

| | |
|------------------|-----------|
| Votes For | 5,638,475 |
| Votes Against | 22,177 |
| Votes Abstaining | 3,668 |

There were no broker non-votes with respect to the ratification of the appointment of Kost Forer as the Company’s independent auditors.

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.

DIGITAL POWER CORPORATION

Dated: November 16, 2010

By: /s/ Assaf (Assi) Itshayek
Assaf (Assi) Itshayek
Chief Financial Officer