

CSG SYSTEMS INTERNATIONAL INC  
Form 8-K  
May 31, 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): May 24, 2012**

**CSG SYSTEMS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-27512**  
(Commission

File Number)

**47-0783182**  
(IRS Employer

Identification No.)

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**9555 Maroon Circle, Englewood, CO**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (303) 200-2000**

**80112**

(Zip Code)

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):

- ..  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 May 24, 2012, CSG held its Annual Meeting of Stockholders. The proposals voted upon at the meeting, which are more fully described in CSG's proxy statement dated April 12, 2012 (the "2012 Proxy"), and the results of the vote were as follows:

**Proposal 1: Election of Directors.** The table below shows the results of the stockholders' vote for the election of the Class III Directors, with terms expiring in 2015:

| Name of Director | For        | Withheld | Non Votes |
|------------------|------------|----------|-----------|
| Peter E. Kalan   | 27,783,537 | 177,466  | 2,255,870 |
| Frank V. Sica    | 27,408,314 | 552,689  | 2,255,870 |
| James A. Unruh   | 27,598,444 | 362,559  | 2,255,870 |

**Proposal 2: Advisory Vote to Approve Executive Compensation.** The table below shows the results of a non-binding advisory vote on CSG's executive compensation program:

| For        | Against   | Abstain | Non Votes |
|------------|-----------|---------|-----------|
| 23,412,982 | 4,517,223 | 30,798  | 2,255,870 |

**Proposal 3: Ratification of Appointment of Independent Registered Public Accounting Firm.** A proposal to ratify the appointment of KPMG LLP as CSG's independent registered public accounting firm for 2012 was adopted with the votes shown:

| For        | Against | Abstain |
|------------|---------|---------|
| 29,952,365 | 246,096 | 18,412  |

**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.

Date: May 31, 2012

**CSG SYSTEMS INTERNATIONAL, INC.**

By: /s/ Randy R. Wiese  
Randy R. Wiese,  
Chief Financial Officer and  
Principal Accounting Officer