

COMPUTER TASK GROUP INC  
Form 8-K  
May 10, 2013

**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 (Date of earliest event reported) May 8, 2013

**COMPUTER TASK GROUP, INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**NEW YORK**  
(State or Other Jurisdiction

of Incorporation)

**1-9410**  
(Commission

File Number)

**16-0912632**  
(IRS Employer

Identification No.)

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**800 Delaware Avenue, Buffalo, NY**  
(Address of Principal Executive Offices)

**14209**  
(Zip Code)

**(716) 882-8000**

**(Registrant's Telephone Number, Including Area Code)**

**Not Applicable**

**(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):

- .. 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 8, 2013, the Company held its Annual Meeting of the Shareholders (the Annual Meeting) in Buffalo, New York. At the Annual Meeting, the Company's shareholders approved three proposals based on the votes set forth below. The proposals are described in detail in the proxy statement for the Annual Meeting.

**Proposal 1**

The election of two directors, whose terms are described in the proxy statement.

Director's Name	For	Withhold Authority	Broker Non-Votes
Randall L. Clark	14,730,020	784,567	1,435,402
David H. Klein	12,057,535	3,457,051	1,435,402

**Proposal 2**

Non-Binding Approval, on an Advisory Basis, of the Company's Compensation Plan for Named Executive Officers.

For	Against	Abstain
14,436,382	922,346	155,858

**Proposal 3**

To ratify the appointment of KPMG LLP as the Company's independent registered accounting firm for the 2013 fiscal year.

For	Against	Abstain
16,842,208	95,644	12,136

**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: May 8, 2013

**COMPUTER TASK GROUP, INCORPORATED**

/s/ Peter P. Radetich  
Peter P. Radetich  
Senior Vice President, General Counsel and Secretary