

TUCOWS INC /PA/
Form 8-K
September 15, 2014

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): September 9, 2014

TUCOWS INC.

(Exact Name of Registrant Specified in Charter)

Pennsylvania

0-28284

23-2707366

(State or Other

(Commission File (I.R.S. Employer

Jurisdiction of

Number)

Identification No.)

Incorporation)

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (416) 535-0123

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

Tucows Inc. (the “Company”) held its Annual Meeting of Shareholders (the “Annual Meeting”) on September 9, 2014. The following matters, all of which were set forth in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”) filed with the Securities and Exchange Commission on July 29, 2014, were voted on at the Annual Meeting. The results of such voting are as indicated below.

1. Election of Directors

The Company’s shareholders voted upon and elected the following nominees to serve on the Company’s Board of Directors for a term of one year expiring at the 2015 Annual Meeting of Shareholders.

| Director | For | Authority Withheld | Broker Non-Votes |
|------------------|------------|---------------------------|-------------------------|
| Allen Karp | 4,683,374 | 128,952 | 3,052,144 |
| Elliot Noss | 4,665,508 | 146,818 | 3,052,144 |
| Erez Gissin | 4,683,701 | 128,625 | 3,052,144 |
| Jeffrey Schwartz | 4,681,903 | 130,423 | 3,052,144 |
| Joichi Ito | 4,035,358 | 776,968 | 3,052,144 |
| Rawleigh Ralls | 4,683,676 | 128,650 | 3,052,144 |

2. Ratification of Appointment of Independent Auditors

The Company’s shareholders voted upon and ratified the appointment of KPMG LLP as the independent auditors of the Company and its subsidiaries for the fiscal year ending December 31, 2014.

| For | Against | Abstain |
|------------|----------------|----------------|
| 7,003,794 | 134,350 | 726,326 |

3. Non-Binding Advisory Vote on the Compensation of Named Executive Officers

The Company’s shareholders voted upon and approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers as disclosed in the Proxy Statement.

| For | Against | Abstain | Broker | Non-Votes |
|------------|----------------|----------------|---------------|------------------|
| 4,300,000 | 110,000 | 400,000 | 3,052,144 | |

4. Non-Binding Advisory Vote on the Frequency of Non-Binding Advisory Vote on the Compensation of Named Executive Officers

The Company's shareholders voted upon and recommended, on a non-binding advisory basis, that a shareholder non-binding advisory vote on the compensation of the Company's named executive officers should occur every three years.

| 1 Year | 2 Years | 3 Years | Abstain | Broker | Non-Votes |
|---------------|----------------|----------------|----------------|---------------|------------------|
| 1,800,000 | 53,000 | 2,500,000 | 350,000 | 3,052,144 | |

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.

TUCOWS INC.

By: /s/ Michael Cooperman
Michael Cooperman
Chief Financial Officer

Dated: September 15, 2014