

AMERICAN SOFTWARE INC
Form 8-K
August 24, 2018

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): August 24, 2018 (August 22, 2018)

AMERICAN SOFTWARE, INC.

(Exact Name of Registrant as Specified in Charter)

Commission File Number 001-12456

Georgia
(State or Other Jurisdiction
of Incorporation)

470 East Paces Ferry Road, NE, Atlanta, Georgia 30305

(Address of principal executive offices)

58-1098795
(I.R.S. Employer
Identification No.)

(404) 261-4381

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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financing accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

On August 22, 2018, American Software, Inc. (the Registrant) held its annual meeting of shareholders. At the meeting, 26,192,127 Class A shares and 1,885,995 Class B shares were represented in person or by proxy, which constituted a quorum. Other than in the election of directors, in which holders of Class A shares and Class B shares vote as separate classes, each outstanding Class A share is entitled to a one-tenth vote per share and each outstanding Class B share is entitled to one vote per share on all matters brought before the Registrant's shareholders. The final results for each matter submitted to the shareholders of the Registrant at the annual meeting are as follows:

1. The following persons were duly elected as directors of the Registrant:

	Votes For	Votes Against	Votes Withheld	Broker Non-Votes
CLASS A DIRECTORS				
W. Dennis Hogue	18,370,042	2,189,683	16,182	5,616,220
James B. Miller	16,751,473	3,807,018	17,416	5,616,220
CLASS B DIRECTORS				
James C. Edenfield	1,885,995	0	0	0
J. Michael Edenfield	1,885,995	0	0	0
Matthew G. McKenna	1,885,995	0	0	0
Thomas L. Newberry, V	1,885,995	0	0	0

2. The ratification of the appointment of KPMG LLP as the Registrant's independent registered public accounting firm for the fiscal year ending April 30, 2018 was approved as follows:

Votes For	Votes Against	Abstentions
4,470,237	31,260	3,710

3. The resolution approving the compensation of the Registrant's named executive officers, on an advisory basis, was approved as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
3,917,004	16,560	10,023	561,622

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: August 24, 2018

AMERICAN SOFTWARE, INC.
(Registrant)

By: /s/ Vincent C. Klinges
Name: Vincent C. Klinges
Title: Chief Financial Officer