

INTRUSION INC
Form 8-K
May 20, 2016

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 19, 2016**

INTRUSION INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-20191
(Commission
File Number)

75-1911917
(IRS Employer
Identification No.)

1101 East Arapaho Road, Suite 200, Richardson, Texas
(Address of Principal Executive Offices)

75081
(Zip Code)

(972) 234-6400
(Registrant's Telephone Number, Including Area Code)

NOT APPLICABLE
(Former Name or Former Address, if Changed Since Last Report)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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

The 2016 Annual Meeting of Stockholders (the Annual Meeting) of the Company was held on May 19, 2016. Matters submitted to the stockholders of the Company entitled to vote at the Annual Meeting (the Stockholders) and voted upon at the Annual Meeting, which are more fully described in the Company's proxy statement, filed with the Securities and Exchange Commission on March 31, 2016, were: (1) the election of five directors to serve until the next Annual Meeting of Stockholders of the Company and (2) the ratification of the selection of Whitley Penn LLP as the Company's independent auditors for fiscal year 2016.

On March 31, 2016, the record date for the Annual Meeting, there were 12,747,836 shares of Common Stock and 318,065 shares of as converted common from preferred stock issued, outstanding and entitled to vote. Stockholders holding 12,453,837 shares were present at the meeting, in person or represented by proxy.

Each of the director nominees set forth below was elected to hold office until his respective successor is duly elected and qualified or until his earlier death, resignation or removal. The Stockholders ratified the selection of Whitley Penn LLP as the Company's independent auditors for the fiscal year ending December 31, 2016.

The table below shows the number votes cast for, against or withheld, as well as the number of abstentions and broker non-votes for the proposal regarding the election of the five directors to serve until the 2017 Annual Meeting of Stockholders of the Company.

| Name of Director Nominee | For | Against | Withheld | Abstentions | Broker Non-Votes |
|--------------------------|-----------|---------|----------|-------------|------------------|
| G. Ward Paxton | 8,242,279 | | 819,591 | | |
| T. Joe Head | 8,242,817 | | 819,053 | | |
| Dale A. Booth | 8,248,980 | | 812,890 | | |
| James F. Gero | 8,239,555 | | 822,315 | | |
| Donald M. Johnston | 8,248,967 | | 812,903 | | |

The table below shows the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes for the proposal regarding the ratification of the selection of Whitley Penn LLP as the Company's independent auditors for fiscal year 2016.

| For | Against | Withheld | Abstentions | Broker Non-Votes |
|------------|---------|----------|-------------|------------------|
| 12,210,746 | 3,147 | | 239,944 | |

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.

INTRUSION INC.

Dated: May 20, 2016

By:

**/s/ MICHAEL L. PAXTON
Michael L. Paxton
Chief Financial Officer**