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VERSAR INC	
Form 8-K	
November 14, 201	2

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): November 13, 2012

VERSAR, INC.

(Exact name of Registrant as specified in its charter)

Delaware 1-9309 54-0852979

(State of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

6850 Versar Center Springfield, Virginia 22151

(Address of principal executive offices)

(Zip Code)

(703) 750-3000

(Registrant's telephone number, including area code)

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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:

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

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

"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.

Versar, Inc. (the "Company") held its 2012 Annual Meeting of Stockholders on November 13, 2012 in Springfield, Virginia. 8,403,864 shares of the Company's common stock, or 88.81% of the Company's outstanding shares of common stock, were represented in person or by proxy at the Annual Meeting. The results of the matter voted on at the Annual Meeting were as follows:

(1) The Election of Directors

Eight nominees to serve as directors of the Company were elected as indicated below:

	<u>For</u>	Withheld	Broker Non-Vote
Robert L. Durfee	4,129,688	31,298,006	52,976,170
James L. Gallagher	5,311,266	116,428	2,976,170
Amoretta M. Hoeber	5,310,834	116,860	2,976,170
Paul J. Hoeper	5,311,266	116,428	2,976,170
Amir A. Metry	5,310,506	117,188	2,976,170
Anthony L. Otten	5,308,535	119,159	2,976,170
Ruth I. Dreessen	5,273,516	5154,178	2,976,170
Jeffrey A. Wagonhurst, Sr.	5,309,494	118,200	2,976,170

(2) The appointment of Grant Thornton LLP as independent accountants for fiscal year 2013 was ratified as indicated below:

For Against Abstain

7,920,485459,43723,942

SIGNATURE

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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, thereunto duly authorized.

Dated: November 14, 2012 VERSAR, INC.

By:/s/ Joshua J. Izenberg Joshua J. Izenberg Senior Vice President and General Counsel