

IRIDEX CORP
Form 8-K
June 17, 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)

June 11, 2013

IRIDEX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

0-27598
(Commission)

77-0210467
(IRS Employer)

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of incorporation)

File Number)
1212 Terra Bella Avenue

Identification No.)

Mountain View, California 94043

(Address of principal executive offices, including zip code)

(650) 940-4700

(Registrant's telephone number, including area code)

(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.

At the Annual Meeting of Stockholders of IRIDEX Corporation (IRIDEX or the Company) held on June 12, 2013 (the Annual Meeting), the stockholders of IRIDEX re-elected the following individuals to the Board of Directors. Each Director will serve for the ensuing year or until their respective successors are duly elected and qualified.

| Nominee | Votes For | Votes Against | Abstentions | Broker Non Votes* |
|---------------------------------|-----------|---------------|-------------|-------------------|
| Sanford Fitch | 5,343,858 | 255,281 | 3,200 | 1,724,441 |
| Garrett A. Garrettson, Ph.D. | 5,323,985 | 275,154 | 3,200 | 1,724,441 |
| James B. Hawkins | 4,135,588 | 1,456,351 | 10,400 | 1,724,441 |
| William M. Moore | 5,575,276 | 22,063 | 5,000 | 1,724,441 |
| Ruediger Naumann-Etienne, Ph.D. | 5,233,088 | 366,251 | 3,000 | 1,724,441 |
| Scott A. Shuda | 5,143,866 | 455,473 | 3,000 | 1,724,441 |

* Broker non-votes do not affect the outcome of the election.

In addition, the following proposals were voted on and approved at the Annual Meeting.

| Proposal | Votes For | Votes Against | Abstentions | Broker Non Votes |
|--|-----------|---------------|-------------|------------------|
| Proposal to ratify the appointment of Burr Pilger Mayer, Inc. as the independent registered public accountants of the Company for the fiscal year ending December 28, 2013 | 7,239,405 | 25,972 | 61,403 | 0 |
| Proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as described in the proxy statement. | 5,045,663 | 529,510 | 27,166 | 1,724,441 |

| Proposal | One Year | Two Years | Three Years | Abstentions | Broker Non Votes |
|---|-----------|-----------|-------------|-------------|------------------|
| Proposal to recommend, on a non-binding advisory basis, the frequency of future advisory votes on executive compensation. | 5,017,146 | 10,763 | 97,592 | 476,838 | 1,724,441 |

Item 8.01. Other Events.

On June 11, 2013, IRIDEX announced the automatic conversion of all outstanding shares of the Company's Series A Preferred Stock into 1,000,000 shares of the Company's common stock (the Conversion), in accordance with the terms of its Certificate of Designation, Preferences and Rights of Series A Preferred Stock. The Conversion was effective as of the close of business on June 11, 2013.

As of June 12, 2013, no shares of the Company's preferred stock were issued or outstanding.

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.

IRIDEX CORPORATION

By: /s/ James H. Mackaness
James H. Mackaness

Chief Operating Officer and Chief Financial Officer

Date: June 17, 2013