

GSE SYSTEMS INC  
Form 8-K  
June 14, 2010

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) June 9, 2010

GSE SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-14785 (Commission File Number)	52-1868008 (I.R.S. Employer Identification No.)
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1332 Londontown Blvd., Suite 200, Sykesville, MD 21784  
(Address of principal executive office and zip code)

(410) 970-7800  
Registrant's telephone number, including area code

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 Instructions 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.

On June 9, 2010, the Company held its annual meeting of shareholders. At that meeting, the following matters were voted upon:

Proposal	For	Withheld	Total Votes Cast	Broker Non-Votes
1) Election of Directors for a three year term expiring in 2013:				
Jerome I. Feldman	10,861,950	111,990	10,973,940	5,479,133
John V. Moran	10,821,517	152,423	10,973,940	5,479,133
George J. Pedersen	10,310,222	663,718	10,973,940	5,479,133

The following directors are serving terms until the annual meeting in 2011 and were not reelected at the June 9, 2010 annual meeting:

Michael D. Feldman  
Sheldon L. Glashow  
Roger L. Hagengruber

The following directors are serving terms until the annual meeting in 2012 and were not reelected at the June 9, 2010 annual meeting:

Joseph W. Lewis  
Jane Bryant Quinn  
O. Lee Tawes, III

Proposal	For	Against	Abstain	Total
2) Ratification of KPMG LLP as the Company's independent registered				
	16,387,764	64,472	837	16,453,073

public accountants for  
the 2010 fiscal year.

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.

GSE SYSTEMS, INC.

Date: June 14, 2010

/s/ Jeffery G. Hough  
Jeffery G. Hough  
Senior Vice President and CFO