

BSD MEDICAL CORP
Form 8-K
February 07, 2011

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): February 2, 2011

BSD MEDICAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 0-10783 | 75-1590407 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

2188 West 2200 South

Salt Lake City, Utah 84119

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (801) 972-5555

N/A

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On February 2, 2011, BSD Medical Corporation (the “Company”) held its 2011 Annual Meeting of Stockholders (“Annual Meeting”). The matters voted on and the results of the votes were as follows:

1. The stockholders elected six members to the Board of Directors to serve until the next annual meeting or until their successors are duly elected and qualified. The votes regarding this proposal were as follows:

| | Shares For | Withheld | Broker Non-Vote |
|----------------------|------------|----------|-----------------|
| Timothy C. McQuay | 11,730,357 | 141,067 | 9,693,135 |
| Harold R. Wolcott | 11,799,787 | 71,637 | 9,693,135 |
| Gerhard W. Sennewald | 11,763,038 | 108,386 | 9,693,135 |
| Michael Nobel | 11,797,186 | 74,238 | 9,693,135 |
| Douglas P. Boyd | 11,796,642 | 74,782 | 9,693,135 |
| Steven G. Stewart | 11,776,557 | 94,867 | 9,693,135 |

2. The stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the number of shares of authorized common stock from 40,000,000 to 80,000,000 shares. The votes regarding this proposal were as follows:

| Shares For | Shares Against | Abstain |
|------------|----------------|---------|
| 17,994,905 | 3,520,480 | 49,174 |

3. The stockholders approved, on an advisory basis, the compensation of the named executive officers of the Company. The votes regarding this proposal were as follows:

| Shares For | Shares Against | Abstain | Broker Non-Vote |
|------------|----------------|---------|-----------------|
| 11,314,380 | 476,448 | 80,596 | 9,693,135 |

4. The stockholders indicated their preference, on an advisory basis, that the frequency of the advisory vote to approve the compensation of the named executive officers of the Company be every two years. The votes regarding this proposal were as follows:

| 1 Year | 2 Years | 3 Years | Abstain |
|-----------|-----------|---------|---------|
| 1,645,760 | 9,880,811 | 211,552 | 133,301 |

In accordance with the voting results for this item, the Company’s Board of Directors determined that an advisory vote to approve the compensation of the named executive officers of the Company will be conducted every two years, until the next stockholder advisory vote on the frequency of the advisory vote to approve the compensation of the named executive officers of the Company.

5. The stockholders ratified the selection of Tanner LLC as the Company's independent registered public accountants for the fiscal year ending August 31, 2011. The votes regarding this proposal were as follows:

| Shares For | Shares Against | Abstain |
|------------|----------------|---------|
| 20,784,185 | 140,018 | 640,356 |

Item 8.01. Other Events.

Following stockholder approval at the Annual Meeting (as disclosed under Item 5.07 of this report) of the amendment to the Company's Amended and Restated Certificate of Incorporation, the Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware. A copy of the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of BSD Medical Corporation is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of BSD Medical Corporation |

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.

BSD MEDICAL CORPORATION

Date: February 7, 2011

By: /s/ Dennis P. Gauger
Name: Dennis P. Gauger
Title: Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of BSD Medical Corporation |