

HARTE HANKS INC  
Form 8-K  
May 16, 2014

**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**

**May 16, 2014 (May 14, 2014)**

Date of Report (Date of earliest event reported)

**HARTE-HANKS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-7120**  
(Commission  
File Number)

**74-1677284**  
(IRS Employer  
Identification No.)

**9601 McAllister Freeway, Suite 610**

**San Antonio, Texas 78216**

**(210) 829-9000**

(Address of principal executive offices and 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 (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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Harte-Hanks, Inc. (the Company) held its Annual Meeting of Stockholders on May 14, 2014, at which stockholders voted on the items below as indicated.

(1) Election of three Class III directors to serve until the Company's 2017 Annual Meeting of Stockholders:

<b>Nominee</b>	<b>Number of Shares Voted For</b>	<b>Number of Shares Withheld</b>	<b>Broker Non-Votes</b>
Judy C. Odom	41,856,393	7,388,017	8,039,513
Robert A. Philpott	48,707,449	536,961	8,039,513
Karen A. Puckett	43,508,569	5,735,841	8,039,513

(2) Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2014:

<b>Number of Shares Voted For</b>	<b>Number of Shares Voted Against</b>	<b>Number of Shares Abstained</b>
56,765,507	507,207	11,209

(3) Approval (on an advisory basis) of the compensation of named executive officers:

<b>Number of Shares Voted For</b>	<b>Number of Shares Voted Against</b>	<b>Number of Shares Abstained</b>
34,983,817	14,213,372	47,219

For more information on the foregoing proposals, see the Company's proxy statement dated April 3, 2014.

**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.

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Harte-Hanks, Inc.  
Dated: May 16, 2014

By: /s/ Robert L. R. Munden  
Senior Vice President,  
General Counsel & Secretary