

ACL SEMICONDUCTORS INC
Form 8-K
November 21, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 8-K
CURRENT REPORT
Pursuant to 13 OR 15(D)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) November 16, 2012

ACL Semiconductors Inc.
(Exact name of registrant as specified in its charter)

Delaware 000-50140 16-1642709
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

Room 1701, 17/F, Tower 1
Enterprise Square, 9 Sheung Yuet Road
Kowloon Bay, Kowloon, Hong Kong
(Address of principal executive offices) (Zip Code)

011-852- 2799-1996
(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:

..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.

ACL Semiconductors, Inc. (the “Company”) held its 2012 Annual Meeting of Stockholders on November 16, 2012. At the meeting, stockholders elected the six directors nominated by the Company’s Board of Directors. In addition, stockholders approved the proposed amendment to the Company’s certificate of incorporation to change the Company’s corporate name to USmart Mobile Device Inc.

Set forth below are the final voting results for each of the proposals.

- (1) Election of six (6) director nominees for a one-year term.

| Director | Votes For | Votes Withheld |
|----------------------|------------|----------------|
| Chung-Lun Yang | 27,322,798 | 101,202 |
| Kenneth Lap Yin Chan | 27,331,198 | 92,802 |
| Man Sing Lai | 27,331,198 | 92,802 |
| Ho Man Yeung | 27,331,198 | 92,802 |
| Wing Sun Leung | 27,331,198 | 92,802 |
| Ben Wong | 27,331,198 | 92,802 |

- (2) Proposal to amend the Company’s certificate of incorporation to change the Company’s corporate name to USmart Mobile Device Inc.

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 29,831,167 | 1,241 | 0 |

SIGNATURE

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.

ACL SEMICONDUCTORS
INC.

By: /s/ Kenneth Lap Yin Chan
Kenneth Lap Yin Chan
Chief Operating Officer
Date: November 21, 2012