

TELKONET INC  
Form 8-K  
June 12, 2014

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

June 12, 2014

(Date of earliest event reported)

TELKONET, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Utah

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(State or Other Jurisdiction of Incorporation)

000-31972                      87-0627421  
(Commission File No.) (I.R.S. Employer Identification No.)

20800 Swenson Drive, Suite 175, Waukesha, WI 53186

(Address of Principal Executive Offices)

414.223.0473

(Registrant's Telephone Number)

Not Applicable

(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.**

Telkonet, Inc. (the “Company”) held its Annual Meeting of Stockholders (“Annual Meeting”) on June 12, 2014. Set forth below are the results of the matters voted on by the Company's stockholders at the Annual Meeting.

- a) Election of five Directors to serve for the ensuing year and until their successors are elected:

<b>Director Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>
William H. Davis	31,903,357	1,731,597
Jason L. Tienor	32,736,631	898,323
Tim S. Ledwick	32,675,546	959,408
Kellogg L. Warner	32,842,121	792,833
Jeffrey P. Andrews	32,842,121	792,833

- b) Ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2014:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
77,535,403	376,436	279,774

- c) The Company’s shareholders approved, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Company’s Proxy Statement. The results of the vote are in the table below:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>
29,881,481	3,627,233	126,240

There were no broker non-votes for all matters listed above.

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.

TELKONET, INC.

Date: 06/12/2014

By: /s/ Richard E. Mushrush  
Richard E. Mushrush  
Chief Financial Officer