

AMERICAN SOFTWARE INC  
Form 8-K  
August 20, 2015

**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) August 17, 2015**

**AMERICAN SOFTWARE, INC.**

**(Exact name of registrant as specified in its charter)**

**Georgia**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-12456**  
**(Commission**  
  
**File Number)**

**58-1098795**  
**(IRS Employer**  
  
**Identification No.)**

**470 East Paces Ferry Road, N.E.**

**Atlanta, Georgia**  
**(Address of principal executive offices)**

**30305**  
**(Zip Code)**

**Registrant's telephone number, including area code (404) 261-4381**

**(Former name or former address, if changed since last report) Not Applicable.**

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 August 17, 2015, American Software, Inc. (the Registrant) held its Annual Meeting of Shareholders. At the meeting, 24,478,263 Class A shares and 2,587,086 Class B were represented in person or by proxy, which constituted a quorum. Other than in the election of directors, in which holders of Class A shares and Class B shares vote as separate classes, each outstanding Class A share is entitled to one-tenth vote per share and each outstanding Class B share is entitled to one vote per share on all matters brought before the Registrant's shareholders. The final results for each matter submitted to the shareholders of the Registrant at the meeting are as follows:

1. The following persons were duly elected directors of the Registrant:

|                          | Votes For  | Votes Against | Votes Withheld | Broker Non-Votes |
|--------------------------|------------|---------------|----------------|------------------|
| <b>CLASS A DIRECTORS</b> |            |               |                |                  |
| W. Dennis Hogue          | 18,480,462 | 0             | 1,987,656      | 4,010,145        |
| John J. Jarvis           | 18,478,128 | 0             | 1,989,990      | 4,010,145        |
| James B. Miller, Jr.     | 18,315,688 | 0             | 2,152,430      | 4,010,145        |
| <b>CLASS B DIRECTORS</b> |            |               |                |                  |
| James C. Edenfield       | 2,587,086  | 0             | 0              | 0                |
| J. Michael Edenfield     | 2,587,086  | 0             | 0              | 0                |
| Thomas L. Newberry, V    | 2,587,086  | 0             | 0              | 0                |

2. The resolution approving the compensation of the Registrant's named executive officers, on an advisory basis, was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,580,380 | 32,173        | 21,345      | 401,015          |

3. The amendment to Registrant's 2011 Equity Compensation Plan (the Plan) to increase the number of shares authorized to be issued pursuant to the Plan by 1,300,000 shares from 3,700,000 shares to 5,000,000 shares, was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,497,033 | 132,075       | 4,790       | 401,015          |

4. The amendment to the Plan to require shareholder approval prior to any proposed repricing of previously granted awards, was approved as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,554,772 | 75,987        | 3,139       | 401,015          |



5. The ratification of the appointment of KPMG LLP as the Registrant's independent registered public accounting firm for the fiscal year ending April 30, 2016 was approved as follows:

**Votes For**  
4,962,116

**Votes Against**  
67,637

**Abstentions**  
5,160

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**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.

**AMERICAN SOFTWARE, INC.**

Dated: August 19, 2015

By: /s/ Vincent C. Klinges  
Name: Vincent C. Klinges  
Title: Chief Financial Officer