

EQUUS TOTAL RETURN, INC.

Form 8-K

June 28, 2012

---

**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): June 26, 2012

**EQUUS TOTAL RETURN, INC.**

(Exact Name of Registrant as Specified in its Charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | <b>814-00098</b>            | 76-0345915                           |
| (State or Other Jurisdiction<br>Of Incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

**Eight Greenway Plaza, Suite 930, Houston, Texas**

(Address of Principal Executive Offices) **77046**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 529-0900**

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.**

At the Annual Meeting of Stockholders held on June 26, 2012 (“Annual Meeting”), the stockholders of Equus Total Return, Inc. (“Equus” or the “Fund”) voted on four proposals\*, which are described in detail in the Fund’s Proxy Statement filed with the Securities and Exchange Commission on April 30, 2012: (i) to elect nine director nominees, each for a term of one year (“Proposal 1”), (ii) to ratify the appointment of UHY, LLP as the Fund’s independent auditor for the fiscal year ended December 31, 2012 (“Proposal 2”), (iii) to approve on a non-binding advisory basis, the compensation paid to the Fund’s named executive officers in 2011 (“Proposal 3”), and (iv) a vote on whether the Board of Directors should propose a special meeting of Equus shareholders to consider and vote on a Plan of Liquidation of the Fund (“Proposal 4”).

A voting report was produced by a representative of Georgeson, Inc., serving as Inspector of Elections for the Annual Meeting, certifying the following results:

**Proposal 1 (election of directors):**

| Board of Directors Nominees For | Withheld Broker Non-Votes |
|---------------------------------|---------------------------|
| Fraser Atkinson                 | 4,782,0142,837,9750       |
| Alessandro Benedetti            | 4,807,0602,812,9290       |
| Richard F. Bergner              | 4,242,1743,377,8150       |
| Kenneth I. Denos                | 4,273,1773,346,8120       |
| Gregory J. Flanagan             | 4,275,8893,344,1000       |
| Henry W. Hankinson              | 4,242,1123,377,8770       |
| John A. Hardy                   | 4,787,4252,832,5640       |
| Robert L. Knauss                | 4,269,6683,350,3210       |
| Bertrand des Pallieres          | 4,738,2162,881,7730       |

There were no votes against or abstained with respect to any director nominee.

**Proposal 2 (ratification of auditors):**

| For                | Against | Abstained | Broker Non-Votes |
|--------------------|---------|-----------|------------------|
| 7,021,2822,128,941 | 590,830 | 0         | 0                |

**Proposal 3 (non-binding approval of executive compensation in 2011):**

| For       | Against   | Abstained | Broker Non-Votes |
|-----------|-----------|-----------|------------------|
| 4,048,547 | 2,871,959 | 699,480   | 0                |

**Proposal 4 (a vote on whether the Board of Directors should propose a special meeting of Equus shareholders to consider and vote on a Plan of Liquidation of the Fund):**

| For       | Against   | Abstained | Broker Non-Votes |
|-----------|-----------|-----------|------------------|
| 2,073,351 | 5,503,742 | 42,895    | 0                |

Brokers did not have discretionary voting authority on Proposal 2.

\* A fifth proposal, a vote on whether the Fund should retain an outside firm to conduct a review of the Fund and make recommendations on how to improve Fund performance, was not properly presented at the meeting and was therefore not acted upon by the shareholders.

**Item 8.01 Other Events.**

On June 27, 2012, the Fund issued a press release announcing the results of the Annual Meeting described in Item 5.07 above. The text of the press release is included as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1 Press release issued on June 27, 2012 by Equus Total Return, Inc.

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.

Equus Total Return, Inc.

Date: June 27, 2012 By: /s/ Kenneth I. Denos  
Kenneth I. Denos  
Secretary