

INFORMATION ANALYSIS INC  
Form 8-K  
June 03, 2016

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): 06/01/2016

INFORMATION ANALYSIS INCORPORATED  
(Exact name of registrant as specified in its charter)

Commission File Number: 000-22405

VA 54-1167364  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)

11240 Waples Mill Rd, Ste 201, Fairfax, VA 22030  
(Address of principal executive offices, including zip code)

703-383-3000  
(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))



Section 5 - Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

a.

Information Analysis Incorporated (the "Company") held its Annual Meeting of Shareholders on June 1, 2016.

b.

Mark T. Krial, Charles A. May, Jr., William H. Pickle, Sandor Rosenberg, Bonnie K. Wachtel, and James D. Wester were reelected as directors at the Annual Meeting, to hold office until the 2016 annual meeting of stockholders and until their respective successors are duly elected and qualified.

Proposal 1 - The following votes were taken at the Annual Meeting of Shareholders in connection with the election of directors to serve until the next Annual Meeting of Shareholders and until their successors are elected and qualified:

| Director Nominees   | Votes For | Votes Withheld |
|---------------------|-----------|----------------|
| Mark T. Krial       | 6,891,063 | 150,500        |
| Charles A. May, Jr. | 6,345,058 | 696,505        |
| William H. Pickle   | 6,354,058 | 687,505        |
| Sandor Rosenberg    | 6,882,063 | 159,500        |
| Bonnie K. Wachtel   | 6,345,058 | 696,505        |
| James D. Wester     | 6,354,058 | 687,505        |

Proposal 2 – The Company’s IAI 2016 Incentive Stock Plan was approved. The following votes were taken in connection with the proposal:

| Proposal  | Votes For | Votes Against | Abstentions |
|---|-----------|---------------|-------------|
| Vote to approve the Company’s IAI 2016 Stock Incentive Plan | 6,858,192 | 178,356       | 5,015       |

Proposal 3 – The Company’s executive compensation for Named Executive Officers was approved on an advisory vote. The following votes were taken in connection with the proposal:

| Proposal   | Votes For | Votes Against | Abstentions |
|--|-----------|---------------|-------------|
| Advisory vote to approve the Company’s executive compensation for Named Executive Officers | 6,854,757 | 181,791       | 5,015       |

Proposal 4 - The proposal to ratify the Audit Committee's appointment of CohnReznick LLP as the Company's independent registered public accountants for the 2016 fiscal year was approved. The following votes were taken in connection with the proposal:

| Proposal   | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|-----------|---------------|-------------|------------------|
| Ratification of the Audit Committee's appointment of CohnReznick LLP as independent registered public accountants for the fiscal year ending December 31, 2016 | 7,037,773 |               | 3,790       |                  |





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.

INFORMATION  
ANALYSIS  
INCORPORATED

Date: June 3, 2016 By: /s/ Matthew T. Sands  
Matthew T. Sands  
Controller