

GSE SYSTEMS INC  
Form 8-K  
June 10, 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) June 7, 2016

GSE SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>001-14785</u>	<u>52-1868008</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

1332 Londontown Blvd., Suite 200, Sykesville, MD 21784  
(Address of principal executive office and zip code)

(410) 970-7800  
Registrant's telephone number, including area code

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

On June 7, 2016, the Company held its annual meeting of stockholders. At that meeting, the following matters were voted upon:

<u>Proposal</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>	
1) Election of Directors for a three year term expiring in 2019:				
Kyle J. Loudermilk	12,148,309	298,744	3,045,603	
Christopher D. Sorrells	12,069,657	377,396	3,045,603	
<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
2) Non-binding resolution to approve Company's executive compensation	12,003,724	201,232	242,097	3,045,603
<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	
3) Ratify BDO USA, LLP as the Company's Independent Registered Public Accountants for the 2016 fiscal year	15,412,047	11,586	69,023	
<u>Proposal</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
4) Approve the Company's 1995 Long-Term Incentive Plan (As Amended and Restated Effective April 22, 2016)	10,532,560	1,896,865	17,628	3,045,603

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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.

GSE SYSTEMS, INC.

Date: June 10, 2016 /s/ Jeffery G. Hough  
Jeffery G. Hough  
Senior Vice President and CFO