

Digitiliti Inc  
Form 8-K  
October 19, 2010

**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): October 14, 2010**

**DIGITILITI, INC.**

(Exact name of registrant as specified in its charter)

**DELAWARE**

(State or other Jurisdiction of  
Incorporation)

**000-53235**

(Commission File Number)

**26-1408538**

(IRS Employer Identification No.)

**266 EAST 7TH STREET, 4TH FLOOR**

**SAINT PAUL, MINNESOTA**

(Address of Principal Executive Offices)

**55101**

(Zip Code)

Registrant's telephone number, including area code: **(651) 925-3200**

(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.**

The Company held its annual meeting of stockholders on October 14, 2010. At the meeting, the stockholders approved all of the following proposals as stated in the Definitive Proxy Statement on Form DEF 14A filed with the SEC on September 3, 2010:

1. Election of five directors to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. The result of the votes to elect the five directors was as follows:

| Name                | For        | Against    |
|---------------------|------------|------------|
| Roy A. Bauer        | 33,717,140 | 6,573,458  |
| Kedar R. Belhe      | 27,900,841 | 12,389,757 |
| Karen Gilles Larson | 33,717,140 | 6,573,458  |
| R. M. Rickenbach    | 32,909,071 | 7,381,527  |
| Benno G. Sand       | 33,717,140 | 6,573,458  |

2. Approval of the 2010 Long-Term Incentive Plan. The proposal received: 34,018,640 votes for; 2,892,927 against; 3,379,031 abstained; and had 6,614,271 broker non-votes.
3. Approval of the amendment to our Certificate of Incorporation to increase the number of authorized shares from 110,000,000 to 135,000,000 shares and allocate the additional shares as common stock. The proposal received: 36,449,653 votes for; 7,415,589 against; and 3,039,626 abstained.
4. Ratification of the appointment of Malone and Bailey, LP to serve as independent registered public accounting firm for the year ending December 31, 2010. The proposal received: 43,240,473 votes for; 3,664,396 against; and 0 abstained.

**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.

**DIGITILITI, INC.**

Date: October 19, 2010

By: /s/ William McDonald

Name: William McDonald

Title: Chief Financial Officer