

Wayside Technology Group, Inc.  
Form 8-K  
June 09, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 4, 2014**

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**WAYSIDE TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction)

of incorporation)

**000-26408**  
(Commission

File Number)

**13-3136104**  
(IRS Employer

Identification No.)

**1157 Shrewsbury Avenue, Shrewsbury, New Jersey**

**07702**

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(Address of principal executive offices)

(Zip Code)

**732-389-8950**

(Registrant's telephone number, including area code)

**Not applicable**

(Former name or former address, if changed since last report)

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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 Instruction 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.**

Wayside Technology Group, Inc. (the Company) held its annual meeting of stockholders on June 4, 2014. At such annual meeting, 4,053,262 shares of our common stock were represented either in person or by proxy, which is equal to 84.94% of our issued and outstanding common stock. At our annual meeting, the Company's stockholders voted to (i) elect the six nominees named below to the Company's Board of Directors, to serve until the next annual meeting of the stockholders and until their successors are elected and qualified; (ii) have an advisory vote to approve executive compensation of the Company's Named Executive Officers; and (iii) ratify the appointment of EisnerAmper LLP as the Company's independent registered public accounting firm for 2014.

*Proposal 1: Election of Directors* The number of votes for, withheld and abstained from voting and all shares as to which brokers indicated that they did not have authority to vote with respect to each director nominee were as follows:

| Nominee               | Votes For | Votes Withheld | Votes Abstained | Broker Non-Votes |
|-----------------------|-----------|----------------|-----------------|------------------|
| Simon F. Nynens       | 2,435,750 | 83,948         | 0               | 1,533,564        |
| F. Duffield Meyercord | 2,434,311 | 85,387         | 0               | 1,533,564        |
| Allan D. Weingarten   | 2,424,426 | 95,272         | 0               | 1,533,564        |
| Mark T. Boyer         | 2,392,378 | 127,320        | 0               | 1,533,564        |
| Mike Faith            | 2,473,669 | 46,029         | 0               | 1,533,564        |
| Steve DeWindt         | 2,473,669 | 46,029         | 0               | 1,533,564        |

*Proposal 2: Advisory Vote to Approve Executive Compensation of the Company's Named Executive Officers* The final number of votes cast for, against or abstaining from voting and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 2,430,531 | 63,260        | 27,083          | 1,532,388        |

*Proposal 3: Ratification of the Appointment of EisnerAmper LLP as the Company's Independent Registered Public Accounting Firm for 2014* The final number of votes cast for, against or abstaining from voting and broker non-votes were as follows:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|-----------|---------------|-----------------|------------------|
| 3,814,813 | 177,360       | 59,909          | 1,180            |

**SIGNATURE**

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.

WAYSIDE TECHNOLOGY GROUP, INC.

Date: June 9, 2014

By: /s/ Simon F. Nynens  
Name: Simon F. Nynens  
Title: Chief Executive Officer