

INNOVATIVE SOLUTIONS & SUPPORT INC  
Form 8-K  
May 01, 2018

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

Washington, DC 20549

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**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): **April 30, 2018**

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**INNOVATIVE SOLUTIONS AND SUPPORT, INC.**

(Exact name of registrant as specified in its charter)

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**Pennsylvania**  
(State or other jurisdiction of  
Incorporation)

**000-31157**  
(Commission File  
Number)

**23-2507402**  
(I.R.S. Employer  
Identification No.)

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**720 Pennsylvania Drive**

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**Exton, Pennsylvania 19341**

(Address of principal executive offices) (Zip Code)

**(610) 646-9800**

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

As further described below under Item 5.07, at the reconvened Annual Meeting (as defined below) the Company's shareholders approved an amendment (the Amendment) to the Company's Amended and Restated Bylaws to declassify the Company's board of directors and to provide for the annual election of all directors, effective as of April 30, 2018.

The foregoing description of the Amendment is qualified in its entirety by reference to the text of the Company's Amended and Restated Bylaws, as amended, which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

The Annual Meeting of Shareholders (the Annual Meeting) of Innovative Solutions and Support, Inc. (the Company) was reconvened on April 30, 2018 following the previously disclosed adjournment of the Annual Meeting on April 23, 2018. At the Annual Meeting, the Company's shareholders approved the proposals described below, which are further described in the Company's definitive proxy statement, dated March 12, 2018, for the Annual Meeting. The results are as follows:

Proposal 1: *Amendment to the Company's Amended and Restated Bylaws to Declassify the Company's Board of Directors and to Provide for the Annual Election of All Directors*

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 9,126,098 | 76,416  | 7,137   | 6,459,939        |

Proposal 2: *Election of Six Directors to the Board of Directors*

|                             | For       | Withheld | Broker Non-Votes |
|-----------------------------|-----------|----------|------------------|
| Geoffrey S.M. Hedrick       | 8,968,148 | 241,503  | 6,459,939        |
| Winston J. Churchill        | 8,915,166 | 294,485  | 6,459,939        |
| Robert H. Rau               | 8,936,566 | 273,085  | 6,459,939        |
| Roger A. Carolin            | 8,956,148 | 253,503  | 6,459,939        |
| Robert E. Mittelstaedt, Jr. | 8,936,166 | 273,485  | 6,459,939        |
| Glen R. Bressner            | 8,937,866 | 271,785  | 6,459,939        |

As Proposal 1 was approved by the vote of shareholders entitled to cast at least a majority of the votes which all shareholders were entitled to cast thereon, Proposal 3 was rendered moot.



Proposal 4: *Ratification of the Appointment of Grant Thornton LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending September 30, 2018*

| For        | Against | Abstain |
|------------|---------|---------|
| 15,276,084 | 97,139  | 296,367 |

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | <u>Amended and Restated Bylaws of Innovative Solutions and Support, Inc., as amended</u> |

**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, thereunto duly authorized.

INNOVATIVE SOLUTIONS AND SUPPORT, INC.

Date: April 30, 2018

By: */s/ Relland M. Winand*  
Relland M. Winand  
Chief Financial Officer