

EQUUS TOTAL RETURN, INC.

Form 8-K/A

May 21, 2010

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 20, 2010

**EQUUS TOTAL RETURN, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**814-00098**

**76-0345915**

(State or Other Jurisdiction

(Commission File

(IRS Employer

Of Incorporation)

Number)

Identification No.)

**Eight Greenway Plaza, Suite 930, Houston,  
Texas**

**77046**

(Address of Principal Executive Offices)

(Zip Code)

**Registrant's telephone number, including area code: (713) 529-0900**

**N/A**

(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))

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**Explanatory Note**

This Form 8-K/A is filed as an amendment ( Amendment No. 1 ) to the Current Report on Form 8-K filed by Equus Total Return, Inc. (the Fund ) with the Securities and Exchange Commission on May 18, 2010 (the Form 8-K ). Amendment No. 1 is being filed to amend the Form 8-K to include the final certified voting results received from the independent inspector of elections for the Fund s Annual Meeting of Stockholders held on May 12, 2010.

**Item 5.Item 5.07**

**Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting of Stockholders held on May 12, 2010, the stockholders of the Fund voted on the following matters, which are described in detail in the Fund s Proxy Statement filed with the Securities and Exchange Commission on April 13, 2010: (i) to elect nine (9) Directors to serve until the 2011 Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified or until their earlier resignation, death or removal ( Proposal 1 ); and (ii) to ratify the appointment of UHY LLP as the independent auditor of the Fund for the fiscal year ending December 31, 2010 ( Proposal 2 ).

On May 20, 2010, the independent inspector of elections for the 2010 Annual Meeting of Stockholders delivered its final certified results, which reported that the Fund s nine nominees were elected to the Fund s Board of Directors.

The final results for Proposal 1 were as follows:

**Board of Directors  
Nominees**

**For**

**Withheld**

Fraser Atkinson

3,246,836

275,331

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Alessandro Benedetti

3,144,656

353,634

Richard F. Bergner

3,100,660

397,630

Kenneth I. Denos

3,032,483

465,807

Gregory J. Flanagan

3,105,522

392,768

Henry W. Hankinson

3,116,010

382,280

John A. Hardy

3,154,124

344,166

Robert I. Knauss

3,035,498

462,792

Bertrand des Pallieres

3,220,590

277,700



**Opposition Nominees**

**For**

**Withheld**

J. Philip Ferguson

2,255,017

34,657

Lance T. Funston

2,258,802

30,872

John D. White

2,162,632

127,042

Charles R. Ofner

2,255,017

34,657

Dr. Francis D. Tuggle

2,167,682

121,992

John P. Wade

2,179,795

109,879

Dr. Charles M. Boyd

2,167,682

121,992

Jonathan H. Godshall

2,143,748

122,049

Paula T. Douglass

2,167,042

122,632

There were no votes against or abstained with respect to any director nominee.

The final results for Proposal 2 were as follows:

<b>For</b>
<b>Against</b>
<b>Withheld</b>
<b>Abstained</b>
5,232,708
444,175
0
111,077

Brokers did not have discretionary voting authority on any matter before the 2010 Annual Meeting of Stockholders and, as a result, broker non-votes had no effect on Proposal 1 or Proposal 2.

**Item 8. Item 8.01**

**Other Events.**



On May 21, 2010, the Fund issued a press release announcing the final results of its 2010 Annual Meeting of Stockholders. The text of the press release is included as Exhibit 99.2 to this Current Report and is incorporated herein by reference.

**Item 9. Item 9.01**

**Financial Statements and Exhibits.**

**(d) Exhibits.**

99.1

Press release issued on May 18, 2010 by Equus Total Return, Inc. (previously filed).

99.2

Press release issued on May 21, 2010 by Equus Total Return, Inc. (filed herewith).

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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.

Equus Total Return, Inc.

Date: May 21, 2010

By: /s/ L. Sheryl D. Hudson

Name:

L. Sheryl D. Hudson

Title:

Senior Vice President and

Chief Financial Officer