

COMPUTER PROGRAMS & SYSTEMS INC

Form 8-K

May 10, 2011

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

Washington, DC 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): May 5, 2011

**COMPUTER PROGRAMS AND SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

Delaware

000-49796

74-3032373

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(State of Incorporation)

(Commission

(IRS Employer

File Number)

Identification No.)

**6600 Wall Street, Mobile, Alabama 36695**

(Address of principal executive offices, including zip code)

**(251) 639-8100**

(Registrant's telephone number, including area code)

**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 communication 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))

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

The Annual Meeting of Stockholders (the Annual Meeting) of Computer Programs and Systems, Inc. (the Company) was held on May 5, 2011. Summarized below are descriptions of the matters voted on at the Annual Meeting and the final results of such voting:

Proposal 1 Election of Class III Directors. The result of the vote taken at the Annual Meeting for the election of two Class III directors of the Company to serve until the 2014 annual meeting of stockholders and until their successors are duly elected and qualified was as follows:

| Name                | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-----------|----------------|------------------|
| Ernest F. Ladd, III | 8,707,136 | 154,491        | 1,210,955        |
| David A. Dye        | 7,617,632 | 1,243,995      | 1,210,955        |

Proposal 2 Ratification of Appointment of Independent Registered Public Accounting Firm. The result of the vote taken at the Annual Meeting to ratify the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2011 was as follows:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 10,065,389 | 4,470         | 2,723       |

Proposal 3 Advisory Vote on Executive Compensation. The result of the vote taken at the Annual Meeting to adopt a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed in the Company's 2011 proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 8,676,376 | 140,229       | 45,020      | 1,210,957        |

Proposal 4 Advisory Vote on Frequency of Say-on-Pay Vote. The result of the vote taken at the Annual Meeting to select, on an advisory basis, the frequency of future shareholder advisory votes to approve the compensation of the Company's named executive officers was as follows:

| Every 3 Years | Every 2 Years | Every Year | Abstentions | Broker Non-Votes |
|---------------|---------------|------------|-------------|------------------|
| 3,060,056     | 131,052       | 5,631,783  | 38,725      | 1,210,966        |

Because the stockholders' vote on the frequency of future advisory votes on executive compensation is itself advisory, the result is not binding. The Company expects to publicly disclose within 150 days of the 2011 Annual Meeting, by an amendment to this Form 8-K, its determination as to the frequency with which future advisory votes on executive compensation will be held.

**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.

**COMPUTER PROGRAMS AND SYSTEMS, INC.**

Date: May 10, 2011

By: /s/ David A. Dye  
David A. Dye  
Chief Financial Officer