

ONLINE RESOURCES CORP
Form 8-K
June 18, 2012

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): June 13, 2012

Online Resources Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

0-26123
(Commission
File Number)

52-1623052
(I.R.S. Employer
Identification No.)

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4795 Meadow Wood Lane, Chantilly, Virginia
(Address of principal executive offices)
703-653-3100

20151
(Zip Code)

(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 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))

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

On June 13, 2012, Online Resources Corporation (the Company) held its Annual Stockholders Meeting, and the following matters were approved pursuant to a vote held at the meeting:

1. The election of John C. Dorman, Edward D. Horowitz and Bruce A. Jaffe to serve as a class of Directors of the Company for a three-year term of office or until their respective successors have been elected and qualified. The following chart shows the final results of the votes cast in connection with the election of directors (with each nominee being elected as a director):

| Director Name | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| John C. Dorman | 20,076,548 | 2,880,182 | 7,256,941 |
| Edward D. Horowitz | 20,705,452 | 2,251,278 | |
| Bruce A. Jaffe | 20,704,652 | 2,252,078 | |

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accountants for the year ending December 31, 2012. The following chart shows the final results of the votes cast in connection with this proposal:

| Proposal | Votes For | Votes Against | Abstentions |
|--------------------------|------------|---------------|-------------|
| Ratification of KPMG LLP | 30,030,807 | 182,010 | 854 |

3. A vote on a non-binding advisory resolution on the Company's executive compensation. The following chart shows the final results of the votes cast in connection with this proposal:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|------------|---------------|-------------|------------------|
| Say-On-Pay | 22,543,600 | 404,331 | 8,799 | 7,256,941 |

4. The amendment to (i) Section 5.1 of the Company's Amended and Restated 2005 Restricted Stock and Option Plan (the RSO Plan) to increase the maximum number of authorized shares reserved under and subject to the RSO Plan to 6,050,000 total shares; and (ii) Section 6.8 of the RSO Plan to clarify that shares withheld to pay taxes are included as issued shares for purposes of this numerical share limitation under the Plan. The following chart shows the final results of the votes cast in connection with this proposal:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------------------|------------|---------------|-------------|------------------|
| Amendment to RSO Plan | 19,803,615 | 3,139,090 | 14,025 | 7,256,941 |

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.

ONLINE RESOURCES CORPORATION

June 18, 2012

By: /s/ Joseph L. Cowan

Name: Joseph L. Cowan

Title: President and Chief Executive Officer