

ECHELON CORP  
Form 8-K  
May 23, 2013

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)  
May 21, 2013

ECHELON CORPORATION  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation)<br>550 Meridian Avenue<br>San Jose, California 95126<br>(Address of principal executive offices, including zip code)<br>(408) 938-5200<br>(Registrant's telephone number, including area code) | 000-29748<br>(Commission<br>File Number) | 77-0203595<br>(IRS Employer<br>Identification No.) |
|--|--|--|

(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.

Echelon Corporation (the "Company") held its Annual Meeting of Stockholders ("Annual Meeting") on May 21, 2013. Of the 43,057,160 shares of Company common stock entitled to vote at the Annual Meeting, 36,210,221 shares, representing approximately 84.1% of the total votes eligible to be cast, were represented at the Annual Meeting in person or by proxy, constituting a quorum. The matters voted upon at the Annual Meeting and the results of such voting are set forth below:

Proposal 1: Election of three Class C directors to serve for a term of three years:

| Nominee          | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Robyn M. Denholm | 19,135,712 | 2,169,325      | 14,905,184       |
| Richard M. Moley | 18,940,407 | 2,364,630      | 14,905,184       |
| Betsy Rafael     | 18,939,973 | 2,365,064      | 14,905,184       |

Based on the votes set forth above, the three Class C director nominees were duly elected.

Proposal 2: Approval of the Amended and Restated 1997 Stock Plan:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 18,955,247 | 2,310,479     | 39,311          | 14,905,184       |

Based on the votes set forth above, the amendment and restatement of the 1997 Stock Plan was duly approved.

Proposal 3: Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013:

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 35,300,121 | 531,381       | 378,719         | —                |

Based on the votes set forth above, the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was duly ratified.

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.

ECHELON CORPORATION

By: /s/ William R. Slakey  
William R. Slakey  
Executive Vice President and  
Chief Financial Officer

Date: May 23, 2013