

BEL FUSE INC /NJ  
Form 8-K  
May 17, 2016  
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 17, 2016

BEL FUSE INC.  
(Exact Name of Registrant as Specified in its Charter)

|  |                             |                                   |
|--|-----------------------------|-----------------------------------|
| New Jersey                                     | 0-11676                     | 22-1463699                        |
| (State or Other Jurisdiction of Incorporation) | (Commission<br>File Number) | (IRS Employer Identification No.) |

|   |            |
|---|------------|
| 206 Van Vorst Street, Jersey City, New Jersey | 07302      |
| (Address of principal executive offices)      | (Zip Code) |

Registrant's telephone number, including area code: (201) 432-0463

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 (see General Instruction A.2. below):

- 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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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

Mr. Howard B. Bernstein retired from the Board of Directors of Bel Fuse Inc. (the "Company") effective May 17, 2016. Mr. Bernstein had been a director of the Company since 1954. Mr. John S. Johnson, who had been a director of the Company since 1996 and served on the Audit Committee to the Board of Directors, did not stand for re-election at the 2016 Annual Meeting which was held on May 17, 2016.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On May 17, 2016, the Company held its Annual Meeting of Shareholders, for which the Board of Directors solicited proxies. At the Annual Meeting, the shareholders voted on the following proposals, as described in the Company's definitive proxy materials filed with the SEC on April 5, 2016.

As indicated in the Company's proxy statement, holders of record of the Company's Class A Common Stock at the close of business on March 22, 2016 (the record date fixed by the Board of Directors) were entitled to receive notice of, and to vote at, the Annual Meeting. At the close of business on the record date, there were 2,174,912 shares of Class A Common Stock outstanding. However, as a result of protective provisions in the Company's Certificate of Incorporation described in the proxy statement, the voting rights of one shareholder of the Company, GAMCO Investors, Inc. et. al. ("GAMCO"), which beneficially owned 501,468 shares of Class A Common Stock on the record date, were suspended and were not entitled to vote at the Annual Meeting. Accordingly, a total of 1,673,444 shares of Class A Common Stock were entitled to vote at the Annual Meeting, each of which was entitled to one vote on all matters.

A total of 1,595,588 shares were represented in person or by proxy at the Annual Meeting. The voting results from the Annual Meeting are as follows:

Proposal 1: The election of two persons, named in the proxy statement, to serve as directors for three-year terms. The following is a list of the directors elected at the Annual Meeting with the number of votes For and Withheld, as well as the number of Broker Non-Votes:

| Name             | For       | Withheld | Broker Non-Votes |
|------------------|-----------|----------|------------------|
| Daniel Bernstein | 1,359,513 | 57,558   | 178,517          |
| Peter Gilbert    | 1,410,755 | 6,316    | 178,517          |

Proposal 2: The ratification of the designation of Deloitte & Touche LLP to audit the Company's books and accounts for 2016. This proposal was approved by the following votes:

| For       | Against | Abstentions |
|-----------|---------|-------------|
| 1,591,318 | 4,170   | 100         |

Proposal 3: Approval, on an advisory basis, of the executive compensation of the Company's named executive officers as described in the proxy statement. This proposal was approved by the following votes:

| For       | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 1,402,163 | 5,969   | 8,939       | 178,517          |



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 hereunto duly authorized.

Date: May 17, 2016 BEL FUSE INC.  
(Registrant)

By: /s/ Daniel Bernstein  
Daniel Bernstein  
President and Chief Executive Officer