

ADVANCED PHOTONIX INC

Form 8-K

August 27, 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): August 24, 2012

Advanced Photonix, Inc.

(Exact Name of Registrant as specified in its Charter)

Delaware 1-11056 33-0325826  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)

2925 Boardwalk, Ann Arbor, Michigan 48104  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (734) 864-5600

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

The 2012 Annual Meeting of Stockholders (“**2012 Annual Meeting**”) of Advanced Photonix, Inc. (the “**Company**”) was held on August 24, 2012, where the Company’s stockholders voted on the following two proposals:

1. The election of six director nominees to serve as members of the Company’s Board of Directors (the “**Board**”) until the Company’s next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified (**Proposal 1**); and
2. The ratification of the selection of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2013 (**Proposal 2**).

The votes cast with respect to each item of business properly presented at the meeting are as follows:

**Proposal 1 - Election of Directors.** The stockholders elected each of the following six nominees to the Board by a plurality of the votes cast, in accordance with the Company’s By-Laws, with terms expiring at the Company’s next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified:

	<b>For</b>	<b>Withheld</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
Richard D. Kurtz	9,372,753	3,003,839		14,875,899
Robin F. Risser	11,814,327	562,265		14,875,899
Lance Brewer	8,907,820	3,468,772		14,875,899
M. Scott Farese	9,013,355	3,363,237		14,875,899
Donald Pastor	9,994,623	2,381,969		14,875,899
Stephen P. Soltwedel	9,088,055	3,288,537		14,875,899

**Proposal 2 – Ratification of Independent Auditors.** The stockholders ratified the appointment of BDO USA, LLP as the Company’s Independent Registered Public Accounting Firm for the fiscal year ending March 31, 2013.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
25,406,059	564,724	1,281,708	

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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.

**ADVANCED PHOTONIX, INC.**

By: /s/ Richard D. Kurtz  
Richard Kurtz, Chief Executive Officer

Dated: August 27, 2012