

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*