

BSQUARE CORP /WA  
Form 8-K  
June 30, 2014

**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 24, 2014**

**BSQUARE CORPORATION**  
**(Exact name of Registrant as specified in its charter)**

**Washington**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**000-27687**  
**(Commission File Number)**  
**110 11~~0~~ Ave NE, Suite 300**

**91-1650880**  
**(IRS Employer**  
**Identification No.)**

**Bellevue, WA 98004**

**Address and Telephone Number of Registrant's Principal Executive Offices: 425-519-5900**

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))

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

On June 24, 2014, at the 2014 Annual Meeting of Shareholders (the "Annual Meeting") of BSQUARE Corporation (the "Company"), the Company's shareholders approved the three proposals listed below. The final results for the votes regarding each proposal are set forth below. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on April 30, 2014.

1. To elect Andrew S.G. Harries as a Class II Director, to serve for the ensuing three years and until his successor is duly elected and qualified.

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Andrew S.G. Harries.	4,735,280	98,716	5,093,575

2. To approve on an advisory basis the compensation of the Company's named executive officers.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
2,789,170	1,626,007	418,819	5,093,575

3. To ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014.

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
9,351,661	122,665	453,245	

**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.

**BSQUARE CORPORATION**

Dated: June 30, 2014

By: /s/ Scott C. Mahan  
Scott C. Mahan  
Senior Vice President, Operations  
and Chief Financial Officer