

SIGMA DESIGNS INC
Form 8-K
August 22, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

August 17, 2017

Date of Report (date of earliest event reported)

Sigma Designs, Inc.

(Exact name of Registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

001-32207
(Commission File Number)

94-2848099
(I.R.S. Employer
Identification Number)

47467 Fremont Blvd.

Fremont, California 94538

(Address of principal executive offices)

(408) 262-9003

(Registrant's telephone number, including area code)

(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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The Company's Annual Meeting was held on August 17, 2017. At the Annual Meeting, the following proposals were voted upon and approved:

Proposal 1: To elect four directors to serve until the next Annual Meeting of Shareholders or until their successors are duly elected and qualified.

| <u>Directors</u> | <u>For</u> | <u>Withheld</u> |
|-------------------|------------|-----------------|
| J. Michael Dodson | 23,092,009 | 744,331 |
| Martin Manniche | 21,881,199 | 1,955,141 |
| Pete Thompson | 21,049,067 | 2,787,273 |
| Thinh Q. Tran | 17,666,410 | 6,169,930 |

There were 9,466,590 shares represented by broker non-votes.

Proposal 2: To ratify the appointment of Armanino LLP as the Company's independent registered public accounting firm for fiscal year 2018.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 32,535,878 | 221,453 | 545 | 599 0 |

Proposal 3: To approve, on a non-binding and advisory basis, the compensation of the Company's named executive officers.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|------------|----------------|----------------|-------------------------|
| 17,664,403 | 6,060,225 | 111,712 | 9,466,590 |

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.

Dated: August 21, 2017

SIGMA DESIGNS, INC.

By: /s/ Think Q. Tran
Think Q. Tran
President and Chief Executive Officer