

(949) 453-3990

(Registrant's telephone number, including area code)

Not Applicable

(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 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

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

Lantronix, Inc. (the “Company”) held its Annual Meeting of Stockholders on November 13, 2018. Of the 21,769,282 shares of the Company’s common stock entitled to vote at the Annual Meeting, a total of 20,047,088 shares were represented at the Annual Meeting in person or by proxy. The voting results for each item of business properly presented at the Annual Meeting are set forth below.

Proposal 1: Election of Directors

All six of the Company’s director nominees were elected with the following votes:

| Name of Nominee | Broker | |
|------------------|--------------------|--------------------------|
| | Votes For | Votes Withheld Non-Votes |
| Jeffrey Benck | 12,845,965 79,297 | 7,121,826 |
| Bernhard Bruscha | 12,793,506 131,756 | 7,121,826 |
| Bruce C. Edwards | 12,840,042 85,220 | 7,121,826 |
| Paul F. Folino | 12,660,184 265,078 | 7,121,826 |
| Martin Hale, Jr. | 12,839,892 85,370 | 7,121,826 |
| Hoshi Printer | 12,838,322 86,940 | 7,121,826 |

Proposal 2: Ratification of Appointment of Independent Registered Public Accountants

The proposal to ratify the appointment of Squar Milner, LLP as the Company’s independent registered public accountants for the fiscal year ending June 30, 2019 was approved with the following vote:

Broker

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| Votes For | Votes Against | Abstentions | Non-Votes |
|------------|---------------|-------------|-----------|
| 20,017,375 | 28,016 | 1,697 | 0 |

Proposal 3: Advisory Vote on Executive Compensation

The proposal to approve, on a non-binding advisory basis, the compensation paid to the Company's named executive officers was approved with the following vote:

Broker

| Votes For | Votes Against | Abstentions | Non-Votes |
|------------|---------------|-------------|-----------|
| 12,786,741 | 114,658 | 23,863 | 7,121,826 |

Proposal 4: Approval of Amendment to the 2013 Employee Stock Purchase Plan

The proposal to approve an amendment to the Company's 2013 Employee Stock Purchase Plan to increase the number of shares of common stock reserved for issuance under the plan by 500,000 shares was approved with the following vote:

Broker

| Votes For | Votes Against | Abstentions | Non-Votes |
|------------|---------------|-------------|-----------|
| 12,718,610 | 196,231 | 10,421 | 7,121,826 |

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 99.1 | <u>Lantronix, Inc. 2013 Employee Stock Purchase Plan, as Amended on November 13, 2018</u> |

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.

Date:
November LANTRONIX, INC.
15, 2018

By: /s/ Jeremy Whitaker
Jeremy Whitaker

Chief Financial
Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Lantronix, Inc. 2013 Employee Stock Purchase Plan, as Amended on November 13, 2018 |

