

TELKONET INC  
Form 8-K  
November 20, 2012

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

Date

November 19, 2012

(Date of earliest event reported)

TELKONET, INC.

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(Exact Name of Registrant as Specified in Its Charter)

Utah

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(State or Other Jurisdiction of Incorporation)

000-31972                      87-0627421  
(Commission File No.) (I.R.S. Employer Identification No.)

10200 Innovation Drive, Suite 300, Milwaukee, WI 53226

(Address of Principal Executive Offices)

414.223.0473

(Registrant's Telephone Number)

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)).

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

Telkonet, Inc. (the “Company”) held its Annual Meeting of Stockholders on November 19, 2012 (“Annual Meeting”). Set forth below are the results of the matters voted on by the Company's stockholders at the Annual Meeting.

a) Election of three Directors to serve for the ensuing year and until their successors are elected:

Director Nominee	Votes For	Votes Withheld	Broker Non-votes
William H. Davis	24,386,996	418,441	49,259,221
Jason L. Tienor	24,317,656	487,781	49,259,221
Glenn A. Garland	24,573,496	231,941	49,259,221
Tim S. Ledwick	24,571,196	234,241	49,259,221

b) Ratification of the appointment of Baker Tilly Virchow Krause, LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2012; 72,809,645 shares in favor, 913,807 shares against, and 341,206 shares abstaining.

There were no broker non-votes for matter b) listed above.

**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.

TELKONET, INC.

Date: 11/20/2012

By: /s/ Richard E. Mushrush  
Richard E. Mushrush  
Chief Financial Officer

