

INTRUSION INC  
Form 8-K  
September 04, 2014

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## 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): **May 15, 2014**

## INTRUSION INC.

(Exact Name of Registrant as Specified in Its Charter)

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

**000-20191**  
(Commission  
File Number)

**75-1911917**  
(IRS Employer  
Identification No.)

**1101 East Arapaho Road, Suite 200, Richardson, Texas**  
(Address of Principal Executive Offices)

**75081**  
(Zip Code)

**(972) 234-6400**

(Registrant's Telephone Number, Including Area Code)

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**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:

- 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))
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**ITEM 5.07**

**SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The 2014 Annual Meeting of Stockholders (the Annual Meeting ) of the Company was held on May 15, 2014. Matters submitted to the stockholders of the Company entitled to vote at the Annual Meeting (the Stockholders ) and voted upon at the Annual Meeting, which are more fully described in the Company's proxy statement, filed with the Securities and Exchange Commission on April 2, 2014, were: (1) the election of five directors to serve until the 2015 Annual Meeting of Stockholders of the Company and (2) the ratification of the selection of Whitley Penn LLP as the Company's independent auditors for fiscal year 2014.

On March 28, 2014, the record date for the Annual Meeting, there were 12,386,696 shares of Common Stock and 220,000 shares of as converted common from preferred stock issued, outstanding and entitled to vote. Stockholders holding 12,356,990 shares were present at the meeting, in person or represented by proxy.

Each of the director nominees set forth below was elected to hold office until his respective successor is duly elected and qualified or until his earlier death, resignation or removal. The Stockholders ratified the selection of Whitley Penn LLP as the Company's independent auditors for the fiscal year ending December 31, 2014.

The table below shows the number votes cast for, against or withheld, as well as the number of abstentions and broker non-votes for the proposal regarding the election of the five directors to serve until the 2015 Annual Meeting of Stockholders of the Company.

<b>Name of Director Nominee</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
G. Ward Paxton	8,056,304		233,165		
T. Joe Head	8,057,329		232,140		
J. Fred Bucy, Jr.	7,961,383		328,086		
James F. Gero	8,062,392		277,077		
Donald M. Johnston	7,962,483		326,986		

The table below shows the number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes for the proposal regarding the ratification of the selection of Whitley Penn LLP as the Company's independent auditors for fiscal year 2014.

<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
12,345,895	2,319		8,776	

**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.

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INTRUSION INC.

**Dated: September 3, 2014**

**By:**

**/s/ MICHAEL L. PAXTON  
Michael L. Paxton  
Chief Financial Officer**