

WINLAND ELECTRONICS INC  
Form 8-K  
July 13, 2012

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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 of Report (Date of earliest event reported): July 10, 2012

WINLAND ELECTRONICS, INC.  
(Exact name of registrant as specified in its charter)

Minnesota  
(State or Other Jurisdiction of Incorporation)

1-15637  
(Commission File Number)

41-0992135  
(IRS Employer  
Identification No.)

1950 Excel Drive  
Mankato, Minnesota 56001  
(Address of Principal Executive Offices) (Zip Code)

(507) 625-7231  
(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:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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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 2012 Annual Meeting of Stockholders of Winland Electronics, Inc. (the “Company”) was held on July 10, 2012. The votes cast with respect to each item of business properly presented at the meeting are as follows:

Proposal 1 - The shareholders elected each of the four nominees to the Board of Directors to serve for one-year terms or until their successors are elected and qualified, as follows:

|                                | For     | Withheld |
|--------------------------------|---------|----------|
| L o r i n E .<br>Krueger       | 771,186 | 114,790  |
| R i c h a r d T .<br>Speckmann | 858,005 | 27,971   |
| T h o m a s J .<br>Goodmanson  | 867,680 | 18,296   |
| T h o m a s J .<br>Brady       | 867,691 | 18,285   |

Proposal 2 - The shareholders set the number of directors to sit on the Company’s Board of Directors at four.

|                 |           |
|-----------------|-----------|
| For             | 3,074,859 |
| Against         | 34,831    |
| Abstain         | 103,219   |
| Broker Non-Vote | N/A       |

Proposal 3 - The shareholders ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company’s independent registered public accounting firm for 2012.

|                 |           |
|-----------------|-----------|
| For             | 3,108,337 |
| Against         | 85,769    |
| Abstain         | 18,803    |
| Broker Non-Vote | N/A       |

SIGNATURE

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.

Winland Electronics, Inc.

Date: July 13, 2012

By: /s/ Brian D. Lawrence  
Brian D. Lawrence  
Chief Financial Officer and Senior  
Vice President