

TRANSCAT INC  
Form 8-K  
September 12, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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) September 9, 2014

Transcat, Inc.  
(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction  
of incorporation)

000-03905  
(Commission  
File Number)

16-0874418  
(IRS Employer  
Identification No.)

35 Vantage Point Drive, Rochester, New York  
(Address of principal executive offices)

14624  
(Zip Code)

Registrant's telephone number, including area code 585-352-7777

(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))



Item 5.07

Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of the Company held on September 9, 2014, the Company's shareholders voted on the matters described below.

Proposal 1. The Company's shareholders elected the following nominees as directors, each for a three-year term expiring in 2017.

Director Nominee	Votes For	Authority Withheld	Broker Non-Votes*
Richard J. Harrison	3,753,863	173,701	2,288,837
John T. Smith	3,649,385	278,179	2,288,837

Proposal 2. The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.

Votes For	Votes Against	Votes Abstained	Broker Non-Votes*
3,244,810	656,439	27,314	2,288,837

Proposal 3. The Company's shareholders ratified the selection of Freed Maxick CPAs, P.C. as the Company's independent registered public accounting firm for the fiscal year ending March 28, 2015.

Votes For	Votes Against	Votes Abstained
6,161,042	33,672	22,687

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\* Broker non-votes represent shares held by broker nominees for beneficial owners that were not voted with respect to a non-routine proposal because the broker nominee did not receive voting instructions from the beneficial owner and lacked discretionary authority to vote the shares. If a broker does not receive voting instructions from the beneficial owner, a broker may vote on routine matters but may not vote on non-routine matters. Broker non-votes are counted for the purpose of determining the presence of a quorum but are not counted for the purpose of determining the number of shares entitled to vote on non-routine matters, such as the election of directors and the advisory vote on executive compensation.

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.

TRANSCAT, INC.

Dated: September 12, 2014 By: /s/ John J. Zimmer  
John J. Zimmer  
Senior Vice President of Finance and Chief Financial Officer