

GAIAM, INC  
Form 8-K  
May 16, 2011

**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): May 12, 2011**

**GAIAM, INC.**

(Exact Name of Registrant as Specified in its Charter)

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

**0-27515**  
(Commission  
File Number)

**84-1113527**  
(IRS Employer  
Identification No.)

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833 W. South Boulder Road, Louisville, CO 80027-2452

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (303) 222-3600

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 communication 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**

On May 12, 2011, Gaiam, Inc. ( Gaiam ) held its 2011 annual meeting of shareholders. The final results for each of the matters submitted to a vote of shareholders at the annual meeting were as follows:

- (1) The following individuals were elected as Directors of Gaiam to serve until the next annual meeting of shareholders to be held in 2012 or until their successors are duly elected and qualified:

|                    | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|------------|-----------------|-------------------------|
| Jirka Rysavy       | 64,968,929 | 3,676,362       |                         |
| Lynn Powers        | 64,970,751 | 3,674,540       |                         |
| James Argyropoulos | 64,229,976 | 4,415,315       |                         |
| Barnet M. Feinblum | 67,696,795 | 948,496         |                         |
| Barbara Mowry      | 65,823,164 | 2,822,127       |                         |
| Paul H. Ray        | 68,448,039 | 197,252         |                         |

- (2) Compensation of Gaiam's named executive officers was approved in a non-binding advisory vote:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 68,573,762 | 66,123         | 5,406          |                         |

- (3) A vote every three years on compensation of Gaiam's named executive officers was approved in a non-binding advisory vote:

| <b>One Year</b> | <b>Two Years</b> | <b>Three Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-----------------|------------------|--------------------|----------------|-------------------------|
| 8,158,165       | 18,631           | 60,465,157         | 3,338          |                         |

In light of the voting results shown above and other considerations, Gaiam's Board of Directors determined that Gaiam will hold the next advisory vote on compensation of Gaiam's named executive officers in 2014.

**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.

**GAIAM, INC.**

By: /s/ Stephen J. Thomas  
Stephen J. Thomas  
Chief Financial Officer

Date: May 16, 2011