

POWERSECURE INTERNATIONAL, INC.

Form 8-K

June 13, 2013

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): June 11, 2013

POWERSECURE INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-12014
(Commission

File Number)

84-1169358
(I.R.S Employer

Identification No.)

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1609 Heritage Commerce Court, Wake Forest, North Carolina

(Address of principal executive offices)

Registrant's telephone number, including area code: (919) 556-3056

27587

(Zip 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 (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.

2013 Annual Meeting of Stockholders

On June 11, 2013, PowerSecure International, Inc., a Delaware corporation (the Company), held its 2013 Annual Meeting of Stockholders (the 2013 Annual Meeting). A total of 18,922,708 shares of Common Stock, par value \$.01 per share, were issued and outstanding on April 15, 2013, the record date for the 2013 Annual Meeting, and were entitled to vote thereat, of which 15,347,162 shares were present, in person or by proxy, thus constituting a quorum at the 2013 Annual Meeting.

Set forth below are the voting results on each of the three proposals submitted to and voted upon by the stockholders at the 2013 Annual Meeting, which proposals are described in the Company's 2013 Proxy Statement:

Proposal 1: Election of Director

The following nominee was elected as a director, to serve for a term of three years and until his successor is duly elected and qualified, by the vote set forth below:

| | For | Withheld | Broker Non-Votes |
|---------------|-----------|----------|------------------|
| Sidney Hinton | 9,601,391 | 384,806 | 5,360,965 |

Proposal 2: Approval of Compensation of Named Executive Officers

The compensation of the Company's named executive officers was approved, on an advisory, non-binding basis, by the vote set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 9,574,783 | 356,809 | 54,605 | 5,360,965 |

Proposal 3: Ratification of Auditors

The appointment by the Audit Committee of Hein & Associates LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 was ratified, by the vote set forth below:

| For | Against | Abstain |
|------------|---------|---------|
| 14,892,466 | 416,102 | 38,594 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POWERSECURE INTERNATIONAL, INC.

By: /s/ Christopher T. Hutter
Christopher T. Hutter
Executive Vice President and Chief Financial Officer

Dated: June 11, 2013