

SmartPros Ltd.  
Form 8-K  
June 18, 2012

UNITED STATES  
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): June 14, 2012

SMARTPROS LTD.  
(Exact name of Registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-32300<br>(Commission<br>File Number) | 13-4100476<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 12 Skyline Drive<br>Hawthorne, New York<br>(Address Of Principal Executive Office) | 10532<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (914) 345-2620

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 Vote of Security Holders.

On June 14, 2012, SmartPros Ltd. (the “Company”) held its 2012 Annual Meeting of Stockholders. At that meeting, stockholders:

• Re-elected one incumbent Class II director to serve until the annual meeting of stockholders in 2015 and until his successor is elected and qualified; and

• Approved, on an advisory basis, the appointment of Holtz Rubenstein Reminick, LLP as the Company’s independent auditors for the 2012 fiscal year.

The specific votes were as follows:

1. With respect to the election of the Class II director:

|                | VOTES     |          |  | BROKER NON- |
|----------------|-----------|----------|--|-------------|
| NAME           | FOR       | WITHHELD |  | VOTES       |
| Jack Fingerhut | 2,579,940 | 15,161   |  | 1,387,408   |

2. With respect to the advisory approval of Holtz Rubenstein Reminick, LLP:

| VOTES     |         |         |
|-----------|---------|---------|
| FOR       | AGAINST | ABSTAIN |
| 3,961,172 | 18,722  | 2,615   |

\* \* \* \* \*

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.

SmartPros Ltd.

Dated: 6/18/2012

By: /s/ Allen S. Greene  
Allen S. Greene,  
Chief Executive Officer