

AMERICAN PUBLIC EDUCATION INC
Form 8-K
May 10, 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

May 6, 2011

(Date of earliest event reported)

AMERICAN PUBLIC EDUCATION, INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE

(State or other jurisdiction
of Incorporation)

001-33810

(Commission
File Number)

01-0724376

(I.R.S. Employer
Identification No.)

**111 WEST CONGRESS
STREET,**

CHARLES TOWN, WV

(Address of principal executive
offices)

25414

(Zip Code)

304-724-3700

(Registrant's telephone number
including area code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) American Public Education, Inc. 2011 Omnibus Incentive Plan

On May 6, 2011, the stockholders of American Public Education, Inc. (the Company) approved the American Public Education, Inc. Omnibus Incentive Plan (the 2011 Incentive Plan) at the Company's 2011 Annual Meeting of Stockholders (the Annual Meeting). A description of the 2011 Incentive Plan is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2011, as amended on April 7, 2011, in the section entitled Proposal No. 2: 2011 Omnibus Incentive Plan, which is incorporated in this report by reference. This description is qualified in its entirety by reference to the copy of the 2011 Incentive Plan that is attached to this current report as Exhibit 10.1.

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting was held on May 6, 2011. As of March 11, 2011, the date of record for determining the Company stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 18,630,790 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 17,095,310 shares of the Company's issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 22, 2011, as amended on April 7, 2011. The vote results detailed below represent final results as certified by the Inspector of Elections.

Proposal 1.

The Company's stockholders elected the following persons, who were listed in the Company's proxy statement for the Annual Meeting, to the Company's Board of Directors to hold office for the term expiring at the 2012 Annual Meeting of Stockholders or until their successors are elected and qualified or until his or her earlier death, resignation or removal:

| | Votes For | Votes Withheld |
|------------------------|------------|----------------|
| Wallace E. Boston, Jr. | 15,044,425 | 13,715 |
| J. Christopher Everett | 14,891,920 | 166,220 |
| Barbara G. Fast | 14,892,705 | 165,435 |
| F. David Fowler | 14,894,999 | 163,141 |
| Jean C. Halle | 14,991,900 | 66,240 |
| Timothy J. Landon | 15,046,716 | 11,424 |
| Timothy T. Weglicki | 15,046,475 | 11,665 |

Proposal 2.

The Company's stockholders approved the adoption of the American Public Education, Inc. 2011 Omnibus Incentive Plan. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 13,543,907 | 1,507,605 | 6,628 | 2,037,170 |

Proposal 3.

The Company's stockholders approved in an advisory (non-binding) vote the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 14,690,454 | 354,683 | 13,002 | 2,037,171 |

Proposal 4.

The Company's stockholders voted, on an advisory (non-binding) basis, on the frequency of future advisory stockholder votes on the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

| 1 Year | 2 Years | 3 Years | Abstentions |
|------------|---------|-----------|-------------|
| 13,539,726 | 20,464 | 1,488,433 | 9,517 |

In accordance with the results for Proposal 4, the Company's Board of Directors has determined that future advisory votes on the compensation of the Company's named executive officers will be held every year. Thus, the next stockholder advisory vote on the compensation of our named executive officers will be held at the Company's 2012 Annual Meeting of Stockholders.

Proposal 5.

The Company's stockholders ratified the appointment of McGladrey & Pullen, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011. The votes regarding this proposal were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 17,084,964 | 4,293 | 6,053 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 10.1 American Public Education, Inc. 2011 Omnibus Incentive Plan

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.

American Public Education, Inc.

Date: May 10, 2011

By: /s/ Harry T. Wilkins
Harry T. Wilkins
Executive Vice President and Chief
Financial Officer

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EXHIBIT INDEX

10.1 American Public Education, Inc. 2011 Omnibus Incentive Plan

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