

PERFORMANCE TECHNOLOGIES INC \DE\  
Form 8-K  
May 24, 2012

**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 24, 2012

Performance Technologies,  
**Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-27460**  
(Commission File Number)

**16-1158413**  
(I.R.S. Employer

Identification No.)

**140 Canal View Boulevard Rochester, New York**  
(Address of principal executive offices)

**14623**  
(Zip Code)

Registrant's telephone number, including area code: (585) 256-0200

(Former name or former address, if changed since last report.)

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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**

The Annual Meeting of Performance Technologies, Incorporated was held on May 24, 2012. Set forth following are descriptions of the three matters that were voted upon at this meeting and the voting results with respect to each such matter.

1. A proposal to elect two Directors, each to serve for a three-year term until the Annual Meeting to be held in 2015 or until his successor is duly elected or appointed and qualifies:

| <u>Director</u>   | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker<br/>Non-Votes</u> |
|-------------------|------------------|-----------------------|-----------------------------|
| Dennis C. Connors | 5,864,508        | 927,108               | 3,324,086                   |
| Robert L. Tillman | 5,690,807        | 1,100,809             | 3,324,086                   |

2. A proposal to adopt the Performance Technologies, Incorporated 2012 Omnibus Incentive Plan:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 4,941,235        | 1,845,316            | 5,065              |

3. A proposal to approve and ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent public accounting firm for the year ending December 31, 2012:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 10,081,036       | 25,611               | 9,055              |

**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.

**PERFORMANCE TECHNOLOGIES, INCORPORATED**

May 24, 2012      By /s/ John M. Slusser  
 John M. Slusser  
 President and Chief Executive Officer

May 24, 2012      By /s/ Dorrance W. Lamb  
 Dorrance W. Lamb  
 Senior Vice President of Finance and Chief Financial  
 Officer