

Edgar Filing: ModusLink Global Solutions Inc - Form 8-K

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 2016 Annual Meeting of Stockholders (the “Annual Meeting”) of ModusLink Global Solutions, Inc. (the “Company”) was held pursuant to notice at the Ritz Carlton Marina del Rey, 4375 Admiralty Way, Marina del Rey, California 90292, on December 8, 2016.

The total number of shares of the Company’s Common Stock voted in person or by proxy at the Annual Meeting was 47,979,322, representing approximately 86.84% of the 55,249,076 shares outstanding and entitled to vote at the Annual Meeting. Each director nominee was elected and each other matter submitted to a vote of the Company’s stockholders at the Annual Meeting was approved by the requisite vote. The final voting results for each of the proposals submitted to a vote of the stockholders of the Company at the Annual Meeting are set forth below.

Proposal 1 – Election of Class II directors. Anthony Bergamo and Philip E. Lengyel have each been elected to hold office until the 2019 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified, as a result of the following votes:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------|-------------------------|------------------------------|--------------------------------|
| Anthony Bergamo | 33,821,916 | 711,274 | 13,446,132 |
| Philip E. Lengyel | 33,813,552 | 719,638 | 13,446,132 |

Proposal 2 – To amend the Company’s Restated Certificate of Incorporation to effect a reverse stock split at a ratio in the range of 1-for-5 to 1-for-10 and a reduction in authorized common stock of the Company from 1,400,000,000 to 50,000,000 shares. Proposal 2 was approved as a result of the following vote:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 44,282,528 | 2,856,733 | 840,061 | 0 |

Proposal 3 – To approve, on an advisory basis, the compensation of the Company’s Named Executive Officers. Proposal 3 was approved by the following vote:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 33,893,117 | 612,806 | 27,267 | 13,446,132 |

Proposal 4 – To ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the current fiscal year. Proposal 4 was approved as a result of the following vote:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|-------------------------|-----------------------------|---------------------------|--------------------------------|
| 46,729,018 | 1,148,641 | 101,663 | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

December 9, 2016 ModusLink Global Solutions, Inc.

By: /s/ Louis J. Belardi
Name: Louis J. Belardi
Title: Chief Financial Officer