

VERAMARK TECHNOLOGIES INC  
Form 8-K  
May 25, 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**

**Date of Report (Date of earliest event reported): May 24, 2011**

**VERAMARK TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <b>Delaware</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>0-13898</b><br>(Commission File Number) | <b>16-1192368</b><br>(IRS Employer Identification No.) |
|--|--|--|

|   |                            |
|---|----------------------------|
| <b>1565 Jefferson Ave, Suite 120, Rochester, New York</b><br>(Address of Principal Executive Offices) | <b>14623</b><br>(Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(585) 381-6000**

(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:

- 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))

**Section 5 Corporate Governance and Management**

**Item 5.07 Submission of Matters to a Vote of Security Holders**

(a) On May 24, 2011, Veramark Technologies, Inc. (the Registrant ) held its Annual Meeting of Shareholders.

(b) The Registrant's shareholders voted on the following proposals:

Proposal 1: Election of Directors

| Directors              | Votes For | Votes Withheld | Broker Non-Vote |
|------------------------|-----------|----------------|-----------------|
| Seth J. Collins        | 3,146,829 | 2,013,007      | 4,367,424       |
| Charles A. Constantino | 3,136,509 | 2,023,327      | 4,367,424       |
| Steve M. Dubnik        | 4,692,299 | 467,537        | 4,367,424       |
| John E. Gould          | 3,142,759 | 2,017,077      | 4,367,424       |
| Anthony C. Mazzullo    | 3,146,995 | 2,012,841      | 4,367,424       |

Proposal 2: Ratification of the appointment of EFP Rotenberg LLP, as independent auditors for the year ending December 31, 2011.

| For       | Against   | Abstain | Broker Non-Vote |
|-----------|-----------|---------|-----------------|
| 6,547,398 | 2,075,139 | 88,827  | 815,896         |

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in Pittsford, New York on May 25, 2011

Veramark Technologies, Inc.

By: /s/ Ronald C. Lundy  
Ronald C. Lundy,  
Vice President of Finance and  
Chief Financial Officer

**EXHIBIT INDEX**

Exhibit Number  
None

Description of Exhibit