

COMPUTER PROGRAMS & SYSTEMS INC

Form 8-K

May 11, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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 10, 2012

**COMPUTER PROGRAMS AND SYSTEMS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State of Incorporation)

**000-49796**  
(Commission File Number)

**74-3032373**  
(IRS Employer

Identification No.)

**6600 Wall Street, Mobile, Alabama 36695**

(Address of principal executive offices, including zip code)

**(251) 639-8100**

(Registrant's telephone number, including area code)

N/A

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(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 communication 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 Stockholders (the Annual Meeting ) of Computer Programs and Systems, Inc. (the Company ) was held on May 10, 2012. Summarized below are descriptions of the matters voted on at the Annual Meeting and the final results of such voting:

Proposal 1 Election of Class I Directors. The stockholders elected each of the director nominees to serve as Class I directors until the Company's 2015 annual meeting of stockholders. The three nominees were current Class I directors of the Company who were re-elected. The voting for the directors at the Annual Meeting was as follows:

Name	Votes For	Votes Withheld	Broker Non-Votes
William R. Seifert, II	8,538,127	172,123	1,635,280
W. Austin Mulherin, III	3,125,037	5,585,213	1,635,280
John C. Johnson	8,436,266	273,984	1,635,280

Proposal 2 Approval of 2012 Restricted Stock Plan for Non-Employee Directors. The stockholders approved the Computer Programs and Systems, Inc. 2012 Restricted Stock Plan for Non-Employee Directors. The result of the vote taken at the Annual Meeting was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
8,152,092	336,017	222,141	1,635,280

Proposal 3 Ratification of Appointment of Independent Registered Public Accounting Firm. The stockholders ratified the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2012. The result of the vote taken at the Annual Meeting was as follows:

Votes For	Votes Against	Abstentions
9,929,986	195,563	219,981

Proposal 4 Advisory Vote on Executive Compensation. The stockholders adopted a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers, as disclosed in the Company's 2012 proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission. The result of the vote taken at the Annual Meeting was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
8,399,644	83,507	227,099	1,635,280

**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.

**COMPUTER PROGRAMS AND SYSTEMS, INC.**

Date: May 11, 2012

By: /s/ David A. Dye  
David A. Dye

Chief Financial Officer