

DAKTRONICS INC /SD/  
Form 8-K  
August 26, 2010

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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): August 25, 2010

Daktronics, Inc.  
(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| South Dakota<br>(State or other jurisdiction<br>Incorporation or organization) | 0-23246<br>(Commission<br>File Number) | 46-0306862<br>(I.R.S. Employer<br>Identification Number) |
|--|--|--|

201 Daktronics Drive  
Brookings, SD 57006  
(Address of principal executive office) (zip code)

(605) 692-0200  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report.)

- 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

CFT 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

On August 25, 2010, Daktronics, Inc. (the “registrant”) held its Annual Meeting of Shareholders for fiscal 2010. Of the 41,244,411 shares of the Company’s common stock outstanding and entitled to vote, 35,120,780 shares, or 85.15%, were represented at the meeting. The results of the votes on the proposals at the Annual Meeting are as follows.

Proposal 1. Election of Directors. The following individuals were selected as directors, each to serve a three-year term that expires on the date of the Annual Meeting of Shareholders in 2013 or until their successors are duly elected:

| Director Nominee | Number of Shares Voted |           |                  |
|------------------|------------------------|-----------|------------------|
|                  | For                    | Withheld  | Broker Non-Votes |
| James B. Morgan  | 23,296,689             | 2,668,019 | 9,156,072        |
| John L. Mulligan | 23,254,530             | 2,710,178 | 9,156,072        |
| Duane E. Sander  | 19,014,434             | 6,950,274 | 9,156,072        |

Proposal 2. Approve an Amendment to our Employee Stock Purchase Plan. The amendment to the registrant’s Employee Stock Purchase Plan was approved based upon the following votes:

| Number of Shares Voted |         |         | Broker    |
|------------------------|---------|---------|-----------|
| For                    | Against | Abstain | Non-Votes |
| 24,229,508             | 310,102 | 163,113 | 9,156,072 |

Proposal 3. Ratification of Appointment of Independent Registered Public Accounting Firm. The appointment of Ernst & Young LLP as the registrant’s independent registered public accounting firm for the registrant’s fiscal 2011 was ratified based on the following votes:

| Number of Shares Voted |         |         | Broker    |
|------------------------|---------|---------|-----------|
| For                    | Against | Abstain | Non-Votes |
| 33,576,212             | 128,463 | 154,120 | -         |

Proposal 4. Such Other Business as may Properly Come Before the Meeting or any Adjournment or Postponement Thereof. The approval to transact such other business as may properly come before the meeting or any adjournment or postponement thereof was approved based on the following votes:

| Number of Shares Voted |            |         | Broker    |
|------------------------|------------|---------|-----------|
| For                    | Against    | Abstain | Non-Votes |
| 19,900,586             | 13,574,853 | 383,356 | -         |



SIGNATURE

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.

DAKTRONICS, INC.

By: /s/ William R. Retterath  
William R. Retterath, Chief Financial  
Officer  
(Principal Financial Officer and Principal  
Accounting Officer)

Date: August 26, 2010

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