

MModal Inc.
Form 8-K
June 07, 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): June 1, 2012

MModal Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35069
(Commission

File Number)

98-0676666
(I.R.S. Employer

Identification No.)

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9009 Carothers Parkway

Franklin, Tennessee 37067

(Address of Principal Executive Offices) (Zip Code)

(866) 295-4600

(Registrant's telephone number, including area code)

Not Applicable

(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))

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

MModal Inc. (the Company) held its 2012 Annual Meeting of Stockholders on June 1, 2012. The stockholders considered four proposals, each of which is described in more detail in the Company's definitive proxy statement dated April 30, 2012.

Proposal 1: Election of three Class I Directors for the ensuing three years. The votes were cast as follows:

| Class I Director | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Roger L. Davenport | 36,287,331 | 151,659 | 10,549,732 |
| V. Raman Kumar | 35,751,786 | 687,204 | 10,549,732 |
| Frank Baker | 36,158,979 | 280,011 | 10,549,732 |

Proposal 2: Ratification of the selection by the Audit Committee of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The votes were cast as follows:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 46,829,414 | 146,678 | 12,630 |

Proposal 3: Advisory vote on executive compensation. The votes were cast as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 36,196,769 | 152,125 | 90,096 | 10,549,732 |

Proposal 4: Advisory vote on the frequency of future advisory votes on executive compensation. The votes were cast as follows:

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|------------|---------|---------|-------------|------------------|
| 35,193,064 | 30,181 | 909,833 | 305,192 | 10,549,732 |

Pursuant to the foregoing votes, (i) Roger L. Davenport, V. Raman Kumar, and Frank Baker were re-elected to serve as Class I Directors for a three-year term; (ii) the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 was ratified; (iii) the compensation of the Company's named executive officers was approved on a non-binding basis; and (iv) an annual advisory vote on executive compensation was approved on a non-binding basis.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MModal Inc.

By: /s/ Kathryn F. Twiddy
Kathryn F. Twiddy, Chief Legal Officer

Date: June 7, 2012