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TRANS LUX CORP
Form 8-K
December 16, 2009

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): December 11, 2009

TRANS-LUX CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-2257	13-1394750
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(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

26 Pearl Street, Norwalk, CT 06850

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 853-4321

(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 8.01 Other Events

The Annual Meeting of Stockholders of Trans-Lux Corporation was held on December 11, 2009 for the purpose of amending the Corporation's Certificate of Incorporation, electing directors, amending the Non-Employee

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Stock Option Plan and ratifying the retention of auditors as set forth below.

The recommendation to approve an amendment to the Corporation's Certificate of Incorporation to provide for the automatic conversion of each share of Class B Stock into 1.3 shares of Common Stock as provided in a Settlement Agreement approved by the United States District Court for the Southern District of New York was approved by the following vote:

	For ---	Against -----	Abstain -----
Common Shares	1,250,033	14,692	538,374
Class B Shares	2,604,440	0	0
Totals	3,854,473	14,692	538,374

All of the nominees for directors for a three-year term as listed in the proxy statement were elected by the following vote:

	For ---	Not For -----
Angela D. Toppi	4,231,966	175,573
Glenn J. Angiolillo	4,303,852	103,687
Salvatore J. Zizza	4,303,730	103,809

The nominee for a director for a two-year term as listed in the proxy statement was elected by the following vote:

	For ---	Not For -----
George W. Schiele	4,303,730	103,809

The following directors are continuing their terms as directors:

Jean Firstenberg - One Year Remaining
 Gene Jankowski - One Year Remaining
 Victor Liss - One Year Remaining
 Howard S. Modlin - Two Years Remaining
 Michael R. Mulcahy - Two Years Remaining

The recommendation to amend the 1989 Non-Employee Director Stock Option to extend the Plan to 2019 was approved by the following vote:

	For ---	Against -----	Abstain -----
Totals	3,841,491	33,479	532,569

The recommendation to ratify the retention of UHY LLP as the independent auditors for the Corporation was approved by the following vote:

	For ---	Against -----	Abstain -----
Totals	4,168,156	50,782	188,601

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.01 Certificate of Amendment of Certificate of Incorporation of Trans-Lux Corporation dated December 11, 2009.

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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:

TRANS-LUX CORPORATION

by: /s/ Angela D. Toppi

Angela D. Toppi
Executive Vice President
and Chief Financial Officer

by: /s/ Todd Dupee

Todd Dupee
Vice President and Controller

Dated: December 16, 2009