

ACORN ENERGY, INC.
Form 8-K
September 14, 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) September 11, 2012

ACORN ENERGY, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware 0-19771 22-2786081
(State or Other Jurisdiction (Commission file Number) (IRS Employer
of Incorporation) Identification No.)

3903 Centerville Road, Wilmington, Delaware 19807
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (302) 656-1707

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-2 under the Exchange Act (17 CFR 240.14a-2)

“ 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 of Acorn Energy, Inc. was held September 11, 2012. Set forth below are the voting results with respect to each of the proposals presented at the Annual Meeting:

Proposal 1 – The stockholders elected, by a plurality of the votes cast, all seven nominees to the Board of Directors to serve until the Annual Meeting of Stockholders in 2013 and until their successors are duly elected and qualified.

| Name of Nominee | Total Votes For | Total Votes Withheld | Broker Non-Votes |
|------------------------|-----------------|----------------------|------------------|
| John A. Moore | 9,202,414 | 52,327 | 7,129,504 |
| Christopher E. Clouser | 9,205,638 | 49,103 | 7,129,504 |
| Richard J. Giacco | 9,179,520 | 75,221 | 7,129,504 |
| Mannie L. Jackson | 9,206,773 | 47,968 | 7,129,504 |
| Joseph Musanti | 9,046,854 | 207,887 | 7,129,504 |
| Richard S. Rimer | 9,036,143 | 218,598 | 7,129,504 |
| Samuel M. Zentman | 9,167,801 | 86,940 | 7,129,504 |

Proposal 2 – The stockholders ratified by the affirmative vote of a majority of the votes cast on the proposal, the appointment by the Audit Committee of Friedman LLP as the independent registered public accounting firm for the year ending December 31, 2012.

| Total Votes For | Total Votes Against | Total Abstained | Broker Non-Votes |
|--------------------|---------------------------|--------------------|---------------------|
| 16,358,106 | 22,145 | 3,994 | 0 |

Proposal 3 – The stockholders approved, in a non-binding advisory vote, the compensation of the Company’s named executive officers.

| Total Votes For | Total Votes Against | Total Abstained | Broker Non-Votes |
|--------------------|---------------------------|--------------------|---------------------|
| 9,019,228 | 173,948 | 61,565 | 7,129,504 |

Proposal 4 – The stockholders approved by the affirmative vote of a majority of the votes cast on the proposal, an Amendment to the Company’s 2006 Stock Incentive Plan to increase the number of available shares.

| Total Votes For | Total Votes Against | Total Abstained | Broker Non-Votes |
|--------------------|---------------------------|--------------------|---------------------|
| 6,608,618 | 2,543,252 | 102,871 | 7,129,504 |

Proposal 5 – The stockholders approved by the affirmative vote of a majority of the votes cast on the proposal, an Amendment to the Company’s 2006 Stock Incentive Plan for Non-Employee Directors to increase the number of available shares

| Total Votes For | Total Votes Against | Total Abstained | Broker Non-Votes |
|--------------------|---------------------------|--------------------|---------------------|
| 6,619,498 | 2,521,470 | 113,773 | 7,129,504 |

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 on this 13th day of September, 2012.

ACORN ENERGY, INC.

By: /s/Heather K. Mallard

Name: Heather K. Mallard

Title: Vice President, General Counsel & Secretary