



**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**

(a) The annual meeting of stockholders of Andrea Electronics Corporation (the “Company”) was held on October 2, 2014.

(b) The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

1. The following individuals were elected as directors, to serve until the next annual meeting of stockholders by the following vote:

| Name               | Shares     | Votes    | Broker     |
|--------------------|------------|----------|------------|
|                    | Voted For  | Withheld | Non-Votes  |
| Douglas J. Andrea  | 25,272,390 | 475,792  | 28,521,627 |
| Gary A. Jones      | 25,401,630 | 346,552  | 28,521,627 |
| Louis Libin        | 25,397,692 | 350,490  | 28,521,627 |
| Joseph J. Migliozi | 25,401,130 | 347,052  | 28,521,627 |
| Jonathan D. Spaet  | 25,396,730 | 351,452  | 28,521,627 |

2. The appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014 was ratified by the stockholders by the following vote:

| <b>Shares Voted For</b> | <b>Shares Voted Against</b> | <b>Abstentions</b> |
|-------------------------|-----------------------------|--------------------|
| 53,426,623              | 539,252                     | 303,934            |

There were no broker non-votes on the proposal.

3. The shareholders voted in favor of the non-binding resolution to approve the compensation of the named executive officers by the following vote:

| <b>Shares Voted For</b> | <b>Shares Voted Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------------------|-----------------------------|--------------------|-------------------------|
| 24,312,502              | 1,346,553                   | 89,127             | 28,521,627              |

(c) Not applicable.

(d) Not applicable.

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## **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 thereunto duly authorized.

**ANDREA ELECTRONICS  
CORPORATION**  
(Registrant)

Date: October 6, 2014    By: /s/ Corisa L. Guiffre  
Corisa L. Guiffre  
Vice President and Chief Financial Officer

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