

CPI AEROSTRUCTURES INC

Form 8-K

June 12, 2013

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 11, 2013

CPI AEROSTRUCTURES, INC.
(Exact Name of Registrant as Specified in Charter)

New York
(State or Other Jurisdiction
of Incorporation)

001-11398
(Commission
File Number)

11-2520310
(IRS Employer
Identification No.)

91 Heartland Boulevard, Edgewood, New York
(Address of Principal Executive Offices)

11717
(Zip Code)

(631) 586-5200
(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 (see General Instruction A.2. below):

- 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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

We held our annual meeting of shareholders on June 11, 2013. At the annual meeting, our shareholders considered two proposals: (i) election of one Class III director to serve for the ensuing three-year period until his successor is elected and qualified and (ii) ratification of the appointment of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2013.

Our board of directors is divided into three classes with one class of directors being elected in each year and each class serving a three-year term. The term of office of our Class III director, Edward J. Fred, expired at this year's annual meeting. The term of office of our Class I directors, consisting of Kenneth McSweeney and Harvey J. Bazaar, will expire at our annual meeting in 2014. The term of office of our Class II directors, consisting of Walter Paulick and Eric Rosenfeld will expire at our annual meeting in 2015.

The results of the matters voted upon at the annual meeting are below.

Proposal No. 1 – Election of Class III Director.

The election of our Class III director nominee was approved, as follows:

| Name | For | Authority Withheld | Broker Non-Votes |
|----------------|-----------|--------------------|------------------|
| Edward J. Fred | 4,939,996 | 288,962 | 1,926,821 |

Proposal No. 2 – Ratification of the appointment of CohnReznick LLP.

The ratification of the appointment of CohnReznick LLP was approved, as follows:

| For | Against | Abstain |
|-----------|---------|---------|
| 7,112,743 | 27,441 | 15,595 |

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.

Dated: June 12, 2013

CPI
AEROSTRUCTURES,
INC

By:

/s/ Vincent Palazzolo
Vincent Palazzolo
Chief Financial Officer

