

Digimarc CORP  
Form 8-K  
May 18, 2015

**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): May 15, 2015**

**DIGIMARC CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Oregon**  
**(State or other jurisdiction**

**of incorporation)**

**001-34108**  
**(Commission**

**File No.)**

**9405 SW Gemini Drive, Beaverton Oregon 97008**

**26-2828185**  
**(IRS Employer**

**Identification No.)**

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**(Address of principal executive offices) (Zip Code)**

**(503) 469-4800**

**(Registrant's telephone number, including area code)**

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))
  
- .. 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) Digimarc Corporation (the Company ) held its Annual Meeting of Shareholders on May 15, 2015 (the Annual Meeting ).

(b) At the Annual Meeting, 6,881,490 shares were represented to vote either in person or by proxy, or 81% of the outstanding shares, which represented a quorum. The final results of voting for each matter submitted to a vote of shareholders at the Annual Meeting are as follows:

**Proposal 1: Election of Directors**

Bruce Davis, Richard L. King, William J. Miller, James T. Richardson and Bernard Whitney were elected as directors for a term of one year. The voting for each director was as follows:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-votes</b>
Bruce Davis	3,241,559	171,593	3,468,338
Richard L. King	3,340,471	72,681	3,468,338
William J. Miller	2,859,008	554,144	3,468,338
James T. Richardson	2,859,030	554,122	3,468,338
Bernard Whitney	2,880,739	532,413	3,468,338

**Proposal 2: Ratification of the Appointment of KPMG LLP as the Company's Independent Registered Public Accounting Firm**

The appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2015 was ratified with 6,852,454 votes in favor, 5,262 votes against and 23,774 abstentions.

**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.

Date: May 18, 2015

By: /s/ Robert P. Chamness  
Robert P. Chamness  
Chief Legal Officer and Secretary