

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) At the Annual Meeting of Shareholders of LSI Industries Inc. (the "Annual Meeting"), which was held on November 20, 2014, the shareholders of the Company approved the amendments to the LSI Industries Inc. 2012 Amended and Restated Stock Incentive Plan (the "2012 Plan") to increase the number of common shares available for issuance thereunder by 800,000 and to increase the number of stock options or stock appreciation rights that may be granted to an individual in a calendar year by 75,000. At the Annual Meeting shareholders also approved an amendment to the Company's Nonqualified Deferred Compensation Plan to increase the number of common shares available for issuance thereunder by 100,000.

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

The Annual Meeting of Shareholders of LSI Industries Inc. was held on November 20, 2014 at which the following matters were submitted to a vote of shareholders:

(a) Votes regarding the election of seven directors.

| <u>Name</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------|---------------|-----------------|-------------------------|
| Robert P. Beech | 16,423,361.66 | 1,335,004.50 | 5,576,031.00 |
| Gary P. Kreider | 14,347,132.08 | 3,411,234.08 | 5,576,031.00 |
| Dennis B. Meyer | 16,755,566.06 | 1,002,800.10 | 5,576,031.00 |
| Wilfred T. O'Gara | 16,426,492.66 | 1,331,873.50 | 5,576,031.00 |
| Robert J. Ready | 16,708,543.70 | 1,049,822.46 | 5,576,031.00 |
| Mark A. Serrienne | 16,678,117.62 | 1,080,248.54 | 5,576,031.00 |
| James P. Sferra | 16,420,001.10 | 1,338,365.06 | 5,576,031.00 |

(b) Votes regarding the ratification of the Audit Committee's appointment of Grant Thornton LLP as LSI's Independent Registered Public Accounting Firm for fiscal 2015.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|---------------|----------------|----------------|
| 23,082,942.96 | 179,528.72 | 71,925.48 |

(c) Votes regarding the approval of amendments to LSI's Amended and Restated Stock Incentive Plan to increase the number of common shares available for issuance by 800,000 and to increase the number of stock options or stock appreciation rights that may be granted to an individual in a calendar year by 75,000.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|-------------------------|
| 16,616,357.23 | 968,827.73 | 173,181.19 | 5,576,031.00 |

(d) Votes regarding the approval of an amendment to LSI's Nonqualified Deferred Compensation Plan to increase the number of common shares available for issuance by 100,000.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|-------------------------|
| 16,498,266.33 | 1,170,009.83 | 90,090.00 | 5,576,031.00 |

(e) Advisory votes on the Company's executive compensation as described in the Company's Proxy Statement.

Edgar Filing: LSI INDUSTRIES INC - Form 8-K

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Votes</u> |
|---------------|----------------|----------------|-------------------------|
| 16,617,178.30 | 824,411.13 | 316,776.73 | 5,576,031.00 |

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.

LSI INDUSTRIES INC.

BY: /s/Ronald S. Stowell

Ronald S. Stowell

Vice President, Chief Financial Officer and Treasurer

(Principal Accounting Officer)

November 20, 2014