

Energy Recovery, Inc.  
Form 8-K  
June 19, 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 18, 2013

**Energy Recovery, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

**001-34112**

**01-0616867**

(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**1717 Doolittle Drive, San Leandro, CA 94577**

(Address if Principal Executive Offices)(Zip Code)

**510-483-7370**

Edgar Filing: Energy Recovery, Inc. - Form 8-K

(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:

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**

Energy Recovery, Inc. (the “Company”) held its 2013 Annual Meeting of Stockholders (the “Annual Meeting”) on June 18, 2013, at the Company’s offices in San Leandro, California. Three proposals were submitted to the Company’s stockholders for approval. The proposals are described in detail in the Company’s proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 26, 2013. The final results for the votes regarding each proposal are set forth below. As of the April 22, 2013 record date for the Annual Meeting, there were 51,022,984 shares of common stock outstanding and entitled to vote, of which 38,738,794 shares of common stock, or a quorum of approximately 75.92%, were represented in person or by proxy.

1. The stockholders elected two Class II Directors of the Company’s Board of Directors to serve for a three-year term until the 2016 Annual Meeting or until their successors are elected and qualified.

| <u>Director</u>     | <u>Votes For</u><br><u>(% of votes cast)</u> | <u>Votes</u><br><u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|---------------------|--|--------------------------------|--------------------|-------------------------|
| Arve Hanstveit      | 23,253,648 (90.01%)                          | 2,547,318                      | 30,766             | 12,907,062              |
| Hans Peter Michelet | 24,805,546 (96.02%)                          | 993,606                        | 32,580             | 12,907,062              |

2. The stockholders ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2013.

| <u>Votes For</u><br><u>(% of votes cast)</u> | <u>Votes</u><br><u>Against</u> | <u>Abstentions</u> |
|--|--------------------------------|--------------------|
| 38,382,482 (99.08%)                          | 65,546                         | 290,766            |

3. The stockholders approved a non-binding advisory resolution relating to executive compensation.

| <u>Votes For</u><br><u>(% of votes cast)</u> | <u>Votes</u><br><u>Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--|--------------------------------|--------------------|-------------------------|
| 23,927,865 (92.62%)                          | 1,572,265                      | 331,602            | 12,907,062              |

**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: June 19, 2013

Energy Recovery, Inc.

By: /s/ Alexander J. Buehler  
Alexander J. Buehler  
Chief Financial Officer