

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

Atlanticus Holdings Corporation (the “Company”) held its Annual Meeting of Shareholders on May 10, 2013. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, and there was no solicitation in opposition to the Board’s solicitation. At the Annual Meeting, the Company’s shareholders voted upon four proposals. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 10, 2013 (the “Proxy Statement”). A brief description and the final vote results for each proposal follow.

1. Election of five directors for terms expiring at the 2014 Annual Meeting of Shareholders:

Nominee	For	Withheld	Broker Non-Votes
David G. Hanna	10,122,843	779,728	49,242
Richard R. House, Jr.	10,112,993	789,578	49,242
Deal W. Hudson	10,121,052	781,519	49,242
Mack F. Mattingly	10,124,718	777,853	49,242
Thomas G. Rosencrants	10,103,544	799,027	49,242

As a result, each nominee was elected to serve as a director for a term expiring at the 2014 Annual Meeting of Shareholders.

2. Advisory vote on the compensation of the named executive officers listed in the Proxy Statement (the “say-on-pay vote”):

For	Against	Abstain	Broker Non-Votes
10,779,841	111,488	60,484	--

As a result, the resolution was approved.

3. Advisory vote on the frequency of future say-on-pay votes:

Every One Year	Every Two Years	Every Three Years	Abstain	Broker Non-Votes
1,604,507	9,867	9,202,977	85,220	49,242

As a result, the frequency of three years was approved. Consistent with the results of the non-binding vote of the shareholders, the Company has determined to hold future say-on-pay votes every three years.

4. Reapproval of the material terms of the performance goals under the Company’s 2008 Equity Incentive Plan.

For	Against	Abstain	Broker Non-Votes
10,872,499	28,062	2,009	49,243

As a result, the proposal was approved.

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.

ATLANTICUS HOLDINGS
CORPORATION

Date: May 15, 2013 By: /s/J.Paul Whitehead
Name: J.Paul Whitehead
Title: Chief Financial Officer