

COMPUTER TASK GROUP INC  
Form 8-K  
May 07, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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 7, 2014**

**COMPUTER TASK GROUP, INCORPORATED**  
**(Exact Name of Registrant as Specified in Its Charter)**

**NEW YORK**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-9410**  
**(Commission**  
**File Number)**

**16-0912632**  
**(IRS Employer**  
**Identification No.)**

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**800 Delaware Avenue, Buffalo, NY**  
**(Address of Principal Executive Offices)**

**14209**  
**(Zip Code)**

**(716) 882-8000**

**(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))
- .. 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.**

On May 7, 2014, the Company held its Annual Meeting of the Shareholders (the Annual Meeting) in Buffalo, New York. At the Annual Meeting, the Company's shareholders approved three proposals based on the votes set forth below. The proposals are described in detail in the proxy statement for the Annual Meeting.

**Proposal 1**

The election of three directors, whose terms are described in the proxy statement.

Director's Name	For	Withhold Authority	Broker Non-Votes
Thomas E. Baker	14,859,246	128,213	1,641,251
William D. McGuire	14,863,616	123,843	1,641,251
James R. Boldt	13,987,714	999,745	1,641,251

**Proposal 2**

Non-Binding Approval, on an Advisory Basis, of the Company's Compensation Plan for Named Executive Officers.

For	Against	Abstain
13,440,168	1,236,215	311,076

**Proposal 3**

To ratify the appointment of KPMG LLP as the Company's independent registered accounting firm for the 2013 fiscal year.

For	Against	Abstain
16,562,057	36,235	30,418

**Proposal 4**

To approve and ratify an amendment to the Company's 2010 Equity Award Plan.

For	Against	Abstain
12,797,875	2,173,630	15,954

**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 7, 2014

**COMPUTER TASK GROUP, INCORPORATED**

/s/ Peter P. Radetich  
Peter P. Radetich  
Senior Vice President, General Counsel and

Secretary