

ONLINE RESOURCES CORP
Form 8-K
July 13, 2011

**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 17, 2011
Online Resources Corporation**

(Exact name of registrant as specified in its charter)

Delaware

0-26123

52-1623052

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

4795 Meadow Wood Lane,
Chantilly, Virginia

20151

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 703-653-3100
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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 17, 2011, Online Resources Corporation (the Company) held its Annual Stockholders Meeting, and the following matters were approved pursuant to a vote held at the meeting:

1. The election of William H. Washecka and Joseph L. Cowan to serve as Class I Directors of the Company for a three-year term of office or until their respective successors have been elected and qualified. The following chart shows the final results of the votes cast in connection with the election of directors:

| Director Name | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| William H. Washecka | 17,248,803 | 3,514,295 | 6,645,410 |
| Joseph L. Cowan | 17,014,553 | 3,748,545 | 6,645,410 |

2. Ratification of the appointment of KPMG LLP as the Company's independent registered public accountants for the year ending December 31, 2011. The following chart shows the final results of the votes cast in connection with this proposal:

| Proposal | Votes For | Votes Against | Abstentions |
|----------------------|------------|---------------|-------------|
| Ratification of KPMG | 27,326,699 | 65,946 | 15,863 |

3. A vote on a non-binding advisory resolution on the Company's executive compensation:

| Proposal | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|------------|---------------|-------------|------------------|
| Say-On-Pay | 16,871,301 | 3,348,916 | 542,881 | 6,645,410 |

4. A vote on the recommendation, by a non-binding advisory vote, on the frequency of advisory votes on the Company's executive compensation:

| Proposal | One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|------------------|------------|-----------|-------------|-------------|------------------|
| Say-On-Frequency | 18,289,228 | 27,723 | 1,592,276 | 853,871 | 6,645,410 |

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Board has determined that the Company will hold an advisory vote on executive compensation annually.

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.

Online Resources Corporation

July 13, 2011

By: *Catherine A. Graham*

/s/ Catherine A. Graham

Title: *Name: Catherine A. Graham*
Executive Vice President, Chief
Financial Officer