

MTS SYSTEMS CORP  
Form 8-K  
February 13, 2014

**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): February 11, 2014**

**MTS SYSTEMS CORPORATION**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<b>MINNESOTA</b>	<b>0-2382</b>	<b>41-0908057</b>
(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

**14000 TECHNOLOGY DRIVE, EDEN PRAIRIE, MN 55344**

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

**(952) 937-4000**

(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

N/A

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations 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.**

MTS Systems Corporation (the “Company”) held its annual meeting of shareholders on February 11, 2014 (the “Annual Meeting”). A total of 14,588,427 shares of the Common Stock, representing approximately 94% of the shares outstanding and eligible to vote and constituting a quorum, were represented in person or by proxy at the Annual Meeting. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting were as follows:

*Proposal 1.* All of the eight nominees for director were elected to serve until the next annual meeting of shareholders or until their successors are duly elected. The result of the votes to elect the eight directors was as follows:

<b>Name</b>	<b>For</b>	<b>Withheld Broker Non-Votes</b>
David J. Anderson	13,111,103 5,228	1,472,096
Jean-Lou Chameau	13,025,367 90,964	1,472,096
Jeffrey A. Graves	12,836,704 279,627	1,472,096
David D. Johnson	13,111,103 5,228	1,472,096
Emily M. Liggett	13,081,719 34,612	1,472,096
Barb J. Samardzich	12,903,902 212,429	1,472,096
Gail P. Steinel	13,109,949 6,382	1,472,096
Chun Hung (Kenneth) Yu	12,985,100 131,231	1,472,096

*Proposal 2.* The appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2014 was ratified by the shareholders by the vote set forth below.

<b>For</b>	<b>Against Abstain</b>
14,506,970 78,377	3,080

*Proposal 3.* The compensation of the Company’s named executive officers as disclosed in the proxy statement for the Annual Meeting was approved on an advisory basis by the votes set forth below:

<b>For</b>	<b>Against Abstain Broker Non-Votes</b>
13,006,108 78,504	31,719 1,472,096



**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.

**MTS SYSTEMS CORPORATION**  
(Registrant)

Date: February 13, 2014 By: /s/ Susan E. Knight  
Susan E. Knight  
Senior Vice President and Chief Financial Officer