

ZIX CORP
Form 8-K
June 10, 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 8, 2011

ZIX CORPORATION

(Exact name of registrant as specified in its charter)

Texas

0-17995

75-2216818

**(State or other jurisdiction of
incorporation)**

(Commission File Number)

(IRS Employer Identification No.)

2711 North Haskell Avenue

Suite 2200, LB 36

Dallas, Texas 75204-2960

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (214) 370-2000

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

Zix Corporation (Company) held an annual meeting of shareholders on June 8, 2011. At the meeting, the Company s shareholders voted on the following proposals:

Proposal 1 Election of Directors

Shareholders approved the election of the following individuals as Directors of the Company.

| Nominee | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Robert C. Hausmann | 24,333,817 | 4,616,943 | 30,101,577 |
| James S. Marston | 27,091,268 | 1,859,492 | 30,101,577 |
| Maribess L. Miller | 27,061,731 | 1,889,029 | 30,101,577 |
| Antonio R. Sanchez III | 26,023,936 | 2,926,824 | 30,101,577 |
| Richard D. Spurr | 26,420,010 | 2,530,750 | 30,101,577 |

Proposal 2 Ratification of auditors

Shareholders ratified the selection of Whitley Penn LLP to serve as the Company s independent registered public accounting firm for 2011.

| For | Against | Abstain | Broker Non-votes |
|------------|---------|-----------|------------------|
| 56,514,858 | 199,951 | 2,337,528 | 0 |

Proposal 3 Say on Pay

Shareholders approved the following resolution: Resolved, that shareholders approve the compensation of the Company s named executive officers, as discussed and disclosed in the Compensation Discussion and Analysis, the executive compensation tables, and any narrative executive compensation disclosure contained in this proxy statement.

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|------------------|
| 27,189,383 | 1,285,206 | 476,171 | 30,101,577 |

Proposal 4 Say When on Pay

Shareholders approved holding an annual advisory vote on the compensation of the Company s named executive officers.

| For 1 Year | For 2 Years | For 3 Years | Abstain | Broker Non-votes |
|------------|-------------|-------------|---------|------------------|
| 14,904,239 | 2,696,240 | 10,874,109 | 476,172 | 30,101,577 |

Proposal 5 Reincorporation in Delaware

The proxy statement described a proposal to approve the merger of the Company into a newly formed Delaware subsidiary resulting in the reincorporation of the Company in Delaware. That proposal was withdrawn from consideration and no vote on that proposal was conducted at the meeting.

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.

ZIX CORPORATION

Date: June 10, 2011

By: /s/ James F. Brashear
James F. Brashear
Corporate Secretary