

# CSG SYSTEMS INTERNATIONAL INC

## **FORM 8-K** (Current report filing)

Filed 05/22/17 for the Period Ending 05/18/17

Address 9555 MAROON CIRCLE  
ENGLEWOOD, CO 80112  
Telephone 3037962850  
CIK 0001005757  
Symbol CSGS  
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services  
Industry IT Services & Consulting  
Sector Technology  
Fiscal Year 12/31

---

---

**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): May 18, 2017**

---

**CSG SYSTEMS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

---

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

**0-27512**  
(Commission  
File Number)

**47-0783182**  
(IRS Employer  
Identification No.)

**9555 Maroon Circle, Englewood, CO**  
(Address of principal executive offices)

**80112**  
(Zip Code)

**Registrant's telephone number, including area code: (303) 200-2000**

---

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 18, 2017, CSG Systems International, Inc. (“CSG”) held its Annual Meeting of Stockholders. The proposals voted upon at the meeting, which are more fully described in CSG’s proxy statement dated April 4, 2017 (the “2017 Proxy”), and the results of the vote (with the percentage of total votes cast in parentheses) were as follows:

**Proposal 1: Election of Directors.** The table below shows the results of the stockholders’ vote for the election of the Class II Directors, with terms expiring in 2020:

Name of Director	For	Against	Abstain	Non-Votes
David G. Barnes	28,410,082 (99%)	265,517 (1%)	56,742	2,162,378
Marwan H. Fawaz	28,089,542 (98%)	586,463 (2%)	56,336	2,162,378
John L. M. Hughes	26,726,891 (93%)	1,957,118 (7%)	48,332	2,162,378
Donald V. Smith	27,043,055 (94%)	1,632,944 (6%)	56,342	2,162,378

**Proposal 2: Advisory Vote on the Frequency of Advisory Votes on the Compensation of Named Executive Officers.** The table below shows the results of the stockholders’ non-binding advisory vote on the frequency with which stockholders are provided with any advisory vote on the compensation of named executive officers (“NEOs”):

1 Year	2 Years	3 Years	Abstain
22,692,470 (79%)	8,839	5,984,231 (21%)	46,801

While this advisory vote on the frequency of future advisory votes on CSG’s compensation for its NEOs is not binding on CSG’s Board of Directors (the “Board”), the Board will carefully evaluate the results of such vote at a future meeting and determine as to whether it will submit future advisory votes on executive compensation for consideration by stockholders every one, two, or three years. CSG will amend this Current Report on Form 8-K to provide information regarding such determination.

**Proposal 3: Advisory Vote to Approve the Compensation of Named Executive Officers.** The table below shows the results of the stockholders’ non-binding advisory vote on the compensation of CSG’s NEOs:

For	Against	Abstain	Non-Votes
27,448,093 (95%)	1,095,197 (4%)	189,051 (1%)	2,162,378

**Proposal 4: Ratification of the Appointment of KPMG LLP as Independent Registered Public Accounting Firm for Fiscal 2017.** The table below shows the results of the stockholders’ vote for the ratification of the appointment of KPMG LLP as CSG’s independent registered public accounting firm for fiscal 2017:

For	Against	Abstain
30,495,778 (99%)	348,986 (1%)	49,955

---

**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.

Date: May 22, 2017

**CSG SYSTEMS INTERNATIONAL, INC.**

By: /s/ Rolland B. Johns

Rolland B. Johns

Chief Accounting Officer