

ANDREA ELECTRONICS CORP  
Form 8-K  
September 21, 2012

**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): September 14, 2012**

**ANDREA ELECTRONICS CORPORATION**

**(Exact name of registrant as specified in its charter)**

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

**1-4324**  
**(Commission**  
**File Number)**

**11-0482020**  
**(IRS Employer**  
**Identification No.)**

**65 Orville Drive, Suite 1, Bohemia, New York 11716**

**(Address of principal executive offices) (Zip Code)**

**(631) 719-1800**

**(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:

- .. 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**

(a) The annual meeting of stockholders of Andrea Electronics Corporation (the Company) was held on September 14, 2012.

(b) The matters considered and voted on by the stockholders at the annual meeting and the vote of the stockholders were as follows:

1. The following individuals were elected as directors, to serve until the next annual meeting of stockholders by the following vote:

Name	Shares Voted For	Votes Withheld	Broker Non-Votes
Douglas J. Andrea	12,647,025	13,979,650	26,175,949
Gary A. Jones	6,745,680	19,880,995	26,175,949
Louis Libin	6,744,680	19,881,995	26,175,949
Joseph J. Migliozi	12,713,175	13,913,500	26,175,949
Jonathan D. Spaet	6,741,180	19,885,495	26,175,949

2. The appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 was ratified by the stockholders by the following vote:

Shares Voted For	Shares Voted Against	Abstentions
37,979,523	11,755,254	3,067,847

There were no broker non-votes on the proposal.

### 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 thereunto duly authorized.

### ANDREA ELECTRONICS CORPORATION

(Registrant)

Date: September 20, 2012

By:

/s/ Corisa L. Guiffre

Corisa L. Guiffre

Vice President and Chief Financial  
Officer