

SHARPS COMPLIANCE CORP  
Form 8-K  
November 22, 2011

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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)  
November 21, 2011 (November 17, 2011)  
SHARPS COMPLIANCE CORP.  
Commission File No. 001-34269

(Exact Name Of Registrant As Specified In Its Charter)  
Delaware 74-2657168  
(State Or Other (IRS Employer  
Jurisdiction Of Identification No.)  
Incorporation or  
Organization)

9220 Kirby Drive, Suite 500  
Houston, Texas 77054  
(Address Of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code)  
713-432-0300

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

#### Non-Employee Board of Director Compensation Policy

On November 17, 2011, the Compensation Committee of the Board of Directors of Sharps Compliance Corp. (the “Company” or “Sharps”) approved Board of Director compensation for the Company’s non-employee directors effective for the period from July 1, 2011 through September 30, 2012, paid or issued quarterly (except for special board meetings) as follows:

| Non-Employee Board of Directors Compensation | Chairman of the Board | Board Member | Committee Chair | Committee Member |
|--|-----------------------|--------------|-----------------|------------------|
| Quarterly Cash Retainer (\$)                 | \$ 10,000             | \$ 6,000     |                 |                  |
| Quarterly Restricted Stock Awards (shares):  |                       |              |                 |                  |
| Board Membership                             | 2,500                 | 2,500        |                 |                  |
| Chairman of the Board                        | 3,000                 |              |                 |                  |
| Audit Committee                              |                       |              | 375             | 187              |
| Compensation Committee                       |                       |              | 187             | 125              |
| Corporate Governance Committee               |                       |              | 250             | 125              |
| Cash Fees for Special Meetings (\$)          |                       |              |                 |                  |
|  | \$ 1,000              | \$ 1,000     |                 |                  |

#### Executive Officer Stock Option Awards

On November 17, 2011, the Compensation Committee of the Board of Directors approved the following stock option awards for certain named executive officers:

| Officer   | Stock Options |
|---|---------------|
| David P. Tusa, Chief Executive Officer and President      | 125,000       |
| Claude A. Dance, Executive V.P., Sales and Marketing      | 100,000       |
| Diana P. Diaz, Vice President and Chief Financial Officer | 30,000        |
| Gregory C. Davis, Vice President of Operations            | 5,000         |

The stock options were granted under the Company’s 2010 Stock Plan and vest over a four year period (one-quarter at end of each year beginning November 17, 2012). The exercise price of the options are equal to the quoted end of trading day market price of the underlying common stock at date of grant, which on November 17, 2011, was \$3.98 per share.

#### Executive Officer Employment Arrangements

On November 17, 2011, the Compensation Committee of the Board of Directors approved changes to the employment arrangements of certain named executive officers to increase severance periods in the event of termination without cause, as follows: (i) David P. Tusa (from 12 months to 18 months); (ii) Claude A. Dance (from 6 months to 9 months); and (iii) Diana P. Diaz (from 3 months to 6 months). The Compensation Committee of the Board of Directors also approved a promotion for Mr. Dance from Senior Vice President, Sales and Marketing to Executive Vice President, Sales and Marketing.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the annual meeting of the stockholders of the Company, held on November 17, 2011, the matters voted upon at the Company's Annual Meeting, and the results of the voting including broker non-votes as to such matters, were as stated below.

Proposal 1. The following nominees for directors were elected to serve one-year terms expiring at the 2012 annual meeting of stockholders:

| Nominee             | For       | Against | Abstentions | Withheld |
|---------------------|-----------|---------|-------------|----------|
| John W. Dalton      | 7,976,664 | -       | -           | 107,045  |
| Parris H. Holmes    | 7,980,682 | -       | -           | 103,027  |
| F. Gardner Parker   | 7,907,055 | -       | -           | 176,654  |
| David P. Tusa       | 7,975,781 | -       | -           | 107,928  |
| Phillip C. Zerrillo | 7,920,392 | -       | -           | 163,317  |

Broker Non-Votes: 6,817,440

Proposal 2. The Non-Binding Advisory Vote on executive compensation:

| For       | Against | Abstain |
|-----------|---------|---------|
| 7,937,716 | 120,574 | 25,419  |

Broker Non-Votes: 6,817,440

Proposal 3. The Non-Binding Advisory Vote on the frequency of future shareholder advisory votes on executive compensation:

| One Year  | Two Years | Three Years | Abstain |
|-----------|-----------|-------------|---------|
| 7,381,008 | 27,746    | 662,519     | 12,436  |

Broker Non-Votes: 6,817,440

Item 9.01. Financial Statements and Exhibits.

None

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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.

Date: November 21, 2011  
CORP.

SHARPS COMPLIANCE

By: /s/ DIANA P. DIAZ  
Vice President and Chief  
Financial Officer