
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 22, 2012**

Communications Systems, Inc.

(Exact name of Registrant as Specified in its Charter)

Minnesota

(State Or Other Jurisdiction Of Incorporation)

001-31588

(Commission File Number)

41-0957999

(I.R.S. Employer Identification No.)

10900 Red Circle Drive, Minnetonka, MN

(Address Of Principal Executive Offices)

55343

(Zip Code)

(952) 996-1674

Registrant's Telephone Number, Including Area Code

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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 1.01 Entry into a Material Definitive Agreement

Communications Systems, Inc. (the "Company") and Jeffrey K. Berg, who retired as Chief Executive Officer of the Company on May 19, 2011, have agreed to continue Mr. Berg's consulting arrangement with the Company beyond May 31, 2012. Under the amended agreement, which will continue on a month-to month basis, Mr. Berg will continue to consult with the Company on ongoing matters designated by the current Chief Executive Officer. Mr. Berg will provide approximately 32 hours of service per month and will receive a \$4,800 per month consulting fee. The remaining principal terms of May 19, 2011 consulting agreement between the Company and Mr. Berg will remain in effect.

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 22, 2012, the Company held its Annual Meeting of Shareholders (the "Annual Meeting"). Of the 8,506,734 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting, 7,832,128 shares or 92.1% were present either in person or by proxy.

The following describes the matters considered by the Company's shareholders at the Annual Meeting, as well as the final results of the votes cast at the meeting:

1. To elect three directors of the Company to serve until the 2015 Annual Meeting of Shareholders or until their respective successors have been elected and qualified.

<u>Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Vote</u>
Jeffrey K. Berg	3,645,935	1,881,279	2,304,914
Roger H.D. Lacey	3,929,872	1,597,342	2,304,914
William G. Schultz	3,868,830	1,658,384	2,304,914

2. To ratify and approve the appointment of Deloitte & Touche, LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2012.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
7,762,144	58,119	11,865	None

3. To cast an advisory vote on executive compensation.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
4,329,727	645,450	552,037	2,304,914

4. To cast an advisory vote on the frequency of future executive compensation advisory votes.

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
2,062,890	65,061	2,299,964	1,099,299	2,304,914

As a result, each nominee was elected as a director of the Company for a three-year term and proposals number 2 and 3 were approved.

With respect to Proposal 4, the non-binding advisory vote on the frequency of future executive compensation advisory votes, approximately 51.9% of the votes that selected a preference voted in favor of holding the advisory vote every three years, which was the recommendation of the Company's Board of Directors. The Board of Directors has not made a decision consider how frequently to hold future required advisory votes on executive compensation, but will consider the matter at a future Board meeting and disclose its decision in a future filing.

Item 9.01. Financial Statements and Exhibits

The following is filed as an exhibit to this Report on Form 8-K:

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated May 22, 2012, "Communications Systems, Inc. Holds 2012 Annual Shareholders Meeting and Announces Payment of Quarterly Dividend."

SIGNATURE

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.

By: /s/ David T. McGraw
David T. McGraw
Vice President and Chief Financial Officer

Date: May 24, 2012

PRESS RELEASE**FOR IMMEDIATE RELEASE**

Contacts: William G. Schultz (952) 996-1674
David T. McGraw (952) 996-1674

Communications Systems, Inc. Holds 2012 Annual Shareholders Meeting and Announces Payment of Quarterly Dividend

Minnetonka, Minnesota - May 22, 2012— Communications Systems, Inc. (NASDAQ:**JCS**) held its 2012 Annual Shareholders meeting today. During the meeting management discussed the results for 2011 and outlined future plans. A copy of the Company's presentation can be found on their website at www.commsystems.com.

In addition to the shareholders meeting presentation the Company has prepared and made available on its website a podcast dated May 22, 2012. This podcast comments on already public information on the Company's financial results for the year ended December 31, 2011, the three months ended March 31, 2012, and ongoing business at the Company's three business units. From time to time in the future, the Company may post additional podcasts on its website. Investors may obtain more information about the Company, its financial results, its operations, its businesses and future podcasts from the Company website www.commsystems.com, and by following the Company on Twitter @CommSystemsInc., LinkedIn and YouTube.

At the meeting the Company's shareholders elected three current Directors; Jeffrey K. Berg, Roger H.D. Lacey, and William G. Schultz to a new three-year term.

Also during the meeting President and CEO William Schultz commented on the financial strength of the Company, the positive long-term outlook, and the Board's continued support for the dividend. He also announced the Board of Directors approved payment of the quarterly dividend of \$.16 per share for record holders of June 15, 2012 with payment on July 2, 2012.

Cautionary Statement

From time to time, in reports filed with the Securities and Exchange Commission, press releases that it issues, podcasts that it prepares and makes available, and in other communications to shareholders or the investing public, Communications Systems, Inc. may make forward-looking statements concerning possible or anticipated future financial performance, business activities or plans that are typically preceded by the words "believes," "expects," "anticipates," "intends" or similar expressions. For these forward-looking statements, the Company claims the protection of the safe harbor for forward-looking statements contained in federal securities laws. Shareholders and the investing public should understand that these forward-looking statements are subject to risks and uncertainties, including those disclosed in our periodic filings with the SEC, which could cause actual performance, activities or plans after the date the statements are made to differ significantly from those indicated in the forward-looking statements when made.

About Communications Systems

Communications Systems, Inc. provides physical connectivity infrastructure and services for global deployments of broadband networks. Focusing on innovative, cost-effective solutions, CSI provides customers the ability to deliver, manage, and optimize their broadband network services and architecture. From the integration of fiber optics in any application and environment to efficient home voice and data deployments to optimization of data and application access, CSI provides the tools for maximum utilization of the network from the edge to the user. With partners and customers in over 50 countries, CSI has built a reputation as a reliable global innovator focusing on quality and customer service.
