
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 4, 2014

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 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

The Communications Systems, Inc. ("Company") Board of Directors amended Section 3.2 of the Company's Bylaws, effective June 12, 2014, to conform the ByLaws to changes in the Company's Restated Articles of Incorporation approved by the Company's shareholders, as described below. Company ByLaw Section 3.2, as amended, is filed as Exhibit 3.2 to this Form 8-K.

Item 5.07 Submission of Matters to Vote of Security Holders

As previously reported, the Company held its 2014 Annual Meeting of Shareholders ("2014 Annual Meeting") on June 4, 2014, but adjourned the meeting until Thursday, June 12, 2014 at 2:00 P.M. Central Time at the Company's offices with respect to Proposal No. 1, a proposal to amend the Company's Restated Articles of Incorporation to declassify the Company's Board of Directors, in order to allow for additional time for shareholders to vote on Proposal No. 1. Proposal No. 1 required approval of 80% of the Company's shareholders entitled to vote. While on June 4, 2014, shareholders voting on this proposal had overwhelmingly voted in the favor of Proposal No. 1, less than 80 percent had voted on this proposal.

The Company also adjourned the meeting with respect to Proposals No. 2 and No. 3, both dealing with the Election of Directors, because depending upon whether or not Proposal No. 1 was approved, the Company's shareholders would either vote to elect six directors for one-year period (Proposal No. 2) or two directors for a three-year period (Proposal No. 3).

The 2014 Annual Meeting was reconvened on June 12, 2014. Of the 8,600,248 shares of the Company's common stock outstanding and entitled to vote at the reconvened 2014 Annual Meeting, 8,244,468 shares or 95.9% of all outstanding shares were present either in person or by proxy.

At the reconvened 2014 Annual Meeting, the Company's shareholders approved Proposal No. 1 to amend the Company's Restated Articles of Incorporation to declassify the Company's Board of Directors by the following vote:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Shares	6,923,794	26,723	19,834	1,274,117
% of Outstanding Shares	80.5%	0.3%	0.2%	14.9%

In connection with the shareholder approval of Proposal No. 1, the Company filed an amendment to its Articles of Incorporation with the Minnesota Secretary of State and the amendment to declassify the Company's Board became effective on June 12, 2014. A copy of Article VIII of the Company's Restated Articles of Incorporation, as approved by shareholders and filed with the Minnesota Secretary of State is filed as Exhibit 3.1 to this Form 8-K.

Following approval of Proposal 1 by over 80% of all outstanding shares, the Company's shareholders voted on Proposal No. 2, the election of six directors to serve one-year terms until the 2015 Annual Meeting of Shareholders. The six nominees for election as directors received the following votes and were elected for a term expiring at the next annual meeting of directors.

<u>Nominee</u>	<u>Shares Voted For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Luella G. Goldberg	4,521,763	2,448,588	1,274,117
Roger H. D. Lacey	5,100,566	1,869,785	1,274,117
Gerald D. Pint	6,115,270	855,081	1,274,117
Richard A. Primuth	6,304,626	665,725	1,274,117
Curtis A. Sampson	5,720,514	1,249,837	1,274,117
Randall D. Sampson	5,102,793	1,867,558	1,274,117

Item 8.01 Other Events

Board Committees

Following the 2014 Annual Meeting, the Board reduced the number and size of its committees in order to achieve cost savings and other efficiencies in the Board's oversight of the Company and senior management. The Board abolished the Executive Committee and the Governance and Nominating Committee and merged the Finance Committee into the Audit Committee. The Board also designated Luella G. Goldberg as Lead Governance Director with responsibility for ensuring that functions previously assigned to the Governance and Nominating Committee are discharged by the Board as a whole.

The two Board committees and their members, as of June 12, 2014, are as follows:

Audit Committee:

Luella G. Goldberg
Richard A. Primuth
Randall D. Sampson, Chair

Compensation Committee:

Gerald D. Pint
Richard A. Primuth, Chair
Randall D. Sampson

Compliance with Nasdaq Audit Committee Listing Rules

As previously reported, on June 4, 2012, Mr. Roger H. D. Lacey succeeded Mr. Curtis A. Sampson as Interim Chief Executive Officer of the Company, and Mr. Curtis Sampson resumed serving as the Company's non-executive Chairman of the Board. On that date, the Board determined that Curtis A. Sampson and Randall D. Sampson were each independent directors. As an independent director, Randall D. Sampson became eligible to serve on, and was appointed Chair of the Company's Audit Committee. Prior to the 2014 Annual Meeting, Mr. Randall D. Sampson had been serving as a member of the Audit Committee, and as its designated "financial expert," pursuant to the "Cure Period" exemption in Nasdaq Rule 5605(c)(4), but that exemption expired on the date of the 2014 Annual Meeting.

The Company notified Nasdaq of these events, and, in a letter dated June 6, 2014, the Nasdaq Listing Qualifications Staff advised the Company that the Company now complies with Nasdaq Listing Rule 5605(e)(2).

Item 9.01. Financial Statements and Exhibits

(d) The following Exhibits are attached:

Exhibit 3.1	Section VII of the Communications Systems, Inc. Amended and Restated Articles of Incorporation, as effective June 12, 2014.
Exhibit 3.2	Section 3.2 of the Communications Systems, Inc. ByLaws, as effective June 12, 2014.

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, thereunto duly authorized.

COMMUNICATIONS SYSTEMS, INC.

By: /s/ Edwin C. Freeman
Chief Financial Officer

Date: June 12, 2014

EXHIBIT 3.1
AMENDMENT TO ARTICLES OF INCORPORATION

Article VIII of the Company's Restated Articles of Incorporation, as approved by shareholders at the 2014 Annual Meeting of Shareholders of Communications Systems, Inc. and filed with the Minnesota Secretary of State is set forth below:

ARTICLE VII.

BOARD OF DIRECTORS

SECTION 1. The business and affairs of this corporation will be managed by or under the direction of a Board of Directors consisting of not less than three or more than twelve directors, the exact number of directors to be fixed from time to time by or pursuant to the Bylaws. Each director will serve until his or her successor has been duly elected and qualified, unless he or she retires, resigns, dies or is removed.

SECTION 2. Any vacancies occurring in the Board of Directors for any reason, and any newly created directorships resulting from an increase in the number of directors, may be filled by a majority of the directors then in office. Any directors so chosen will hold office until the next election of directors and until their successors are elected and qualified, subject, however, to prior retirement, resignation, death or removal from office.

SECTION 3. A majority of the directors then in office will constitute a quorum for the transaction of business, and if at any meeting of the Board of Directors there is less than a quorum, a majority of those present may adjourn the meeting from time to time.

SECTION 4. Advance notice of nominations for the election of directors, other than by the Board of Directors or a committee thereof, must be given within the time and in the manner provided in the Bylaws.

EXHIBIT 3.2
AMENDMENT TO BYLAWS

Section 3.2 of the Company's Bylaws, effective June 12, 2014, to conform the ByLaws to changes in the Company's Restated Articles of Incorporation approved by the Company's shareholders, is set forth below.

3.2) Number of Directors. The number of directors that constitute the whole Board of Directors will be fixed from time to time by resolution of the entire Board of Directors then holding office. The number of directors may be increased or, subject to Minn. Stat. Section 302A.223, decreased at any time by resolution of the entire Board of Directors then holding office, subject to any limitation otherwise specified in these bylaws or in the Company's Articles of Incorporation, as the same may be from time to time amended. Each of the duly elected directors shall hold office until the annual meeting of shareholders next held after his or her election or re-election to the Board, until his or her successor shall have been duly elected and qualified, or until he or she shall retire, resign, die or be removed. Notwithstanding any other provision of this Article 3, and except as otherwise provided by law, whenever the holders of any one or more class or series of common or preferred stock shall have the right, voting separately as a class or series, to elect one or more directors of this corporation, the term of office, the filling of vacancies and other features of such directorships shall be governed by the terms of the Articles of Incorporation applicable thereto and such directors so elected shall not be classified pursuant to this Article 3 unless expressly provided by such terms.
