

DAIS ANALYTIC CORP  
Form 8-K/A  
March 16, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported) February 27, 2015**

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

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

**000-53554**  
(Commission  
File No.)

**14-760865**  
(IRS Employer  
Identification No.)

**11552 Prosperous Drive**  
**Odessa, Florida 33556**  
(Address of Principal Executive Offices)(Zip Code)

**(727) 375-8484**  
(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

**Copies to:**

**Peter DiChiara, Esq.**

**SICHENZIA ROSS FRIEDMAN FERENCÉ LLP**

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**New York, New York 10006**

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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))

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

On February 27, 2015, Dais Analytic Corporation (the "Company") held its Annual Meeting, at which the Company's shareholders approved six proposals. The proposals are described in the Company's proxy statement filed with the Securities and Exchange Commission on February 5, 2015 with final voting results.

Proposal 1

The Company's shareholders elected five individuals to the Board of Directors as set forth below:

| <b>Name</b>               | <b>Votes For</b> | <b>Votes Withheld</b> |
|---------------------------|------------------|-----------------------|
| Timothy Tangredi          | 86,266,307       | 4,044,900             |
| Robert W. Schwartz        | 86,207,445       | 4,103,762             |
| Ira William McCollum, Jr. | 90,265,245       | 45,962                |
| Thomas E. Turner          | 90,303,807       | 7,400                 |
| Sharon Han                | 70,342,525       | 19,968,682            |

Proposal 2

Approved an amendment to the Company's Certificate of Incorporation to effect a reverse stock split of our common stock by a ratio of not less than 1-for-5 and not more than 1-for-20 (the "**Reverse Stock Split**") at any time prior to March 31, 2016, with the Board of Directors having the discretion as to whether or not the Reverse Stock Split is to be effected, and with the exact ratio of any Reverse Stock Split to be set at a whole number within the above range as determined by the Board in its discretion.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 101,249,303      | 953,808              | 17,227             |

Proposal 3

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Approved an amendment to Certificate of Incorporation to increase the number of shares the Company is authorized to issue to 250,000,000 shares, of which 240,000,000 shares of common stock and 10,000,000 shares of preferred stock shall be authorized.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 97,246,683       | 4,945,028            | 28,627             |

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Proposal 4

Approved the Company's 2015 Stock Incentive Plan

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 86,440,672       | 3,856,935            | 13,600             | 11,909,131              |

Proposal 5

Voted on an advisory, nonbinding resolution to approve the compensation of the Company's named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 86,140,217       | 4,145,835            | 25,155             | 11,909,131              |

Proposal 6

Voted on an advisory, nonbinding resolution to approve the frequency of advisory votes on named executive officer compensation.

| <b>Three Years</b> | <b>Two Years</b> | <b>One Year</b> | <b>Abstain</b> |
|--------------------|------------------|-----------------|----------------|
| 82,520,268         | 7,037,602        | 733,537         | 14,800         |

**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.

**Dais Analytic Corporation**

Dated: March 16, 2015

By: */s/ Timothy N. Tangredi*  
Timothy N. Tangredi

Chief Executive Officer and President