

ADVANCED PHOTONIX INC  
Form 8-K  
August 27, 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): August 24, 2012

Advanced Photonix, Inc.  
**(Exact Name of Registrant as specified in its Charter)**

Delaware 1-11056 33-0325826  
**(State or other jurisdiction (Commission (IRS Employer  
of incorporation) File Number) Identification No.)**

2925 Boardwalk, Ann Arbor, Michigan 48104  
**(Address of principal executive offices) (Zip Code)**

Registrant's telephone number, including area code: (734) 864-5600

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 (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**

The 2012 Annual Meeting of Stockholders (“**2012 Annual Meeting**”) of Advanced Photonix, Inc. (the “**Company**”) was held on August 24, 2012, where the Company’s stockholders voted on the following two proposals:

1. The election of six director nominees to serve as members of the Company’s Board of Directors (the “**Board**”) until the Company’s next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified (**Proposal 1**); and
2. The ratification of the selection of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending March 31, 2013 (**Proposal 2**).

The votes cast with respect to each item of business properly presented at the meeting are as follows:

**Proposal 1 - Election of Directors.** The stockholders elected each of the following six nominees to the Board by a plurality of the votes cast, in accordance with the Company’s By-Laws, with terms expiring at the Company’s next Annual Meeting of Stockholders or until their respective successors are duly elected and qualified:

|                      | <b>For</b> | <b>Withheld</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|----------------------|------------|-----------------|----------------|------------------------|
| Richard D. Kurtz     | 9,372,753  | 3,003,839       |                | 14,875,899             |
| Robin F. Risser      | 11,814,327 | 562,265         |                | 14,875,899             |
| Lance Brewer         | 8,907,820  | 3,468,772       |                | 14,875,899             |
| M. Scott Farese      | 9,013,355  | 3,363,237       |                | 14,875,899             |
| Donald Pastor        | 9,994,623  | 2,381,969       |                | 14,875,899             |
| Stephen P. Soltwedel | 9,088,055  | 3,288,537       |                | 14,875,899             |

**Proposal 2 – Ratification of Independent Auditors.** The stockholders ratified the appointment of BDO USA, LLP as the Company’s Independent Registered Public Accounting Firm for the fiscal year ending March 31, 2013.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 25,406,059 | 564,724        | 1,281,708      |                        |

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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 hereunto duly authorized.

**ADVANCED PHOTONIX, INC.**

By:     /s/ Richard D. Kurtz      
Richard Kurtz, Chief Executive Officer

Dated: August 27, 2012