

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

**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 16, 2024**

**Data I/O Corporation**

(Exact name of registrant as specified in its charter)

**Washington**

(State or other jurisdiction of incorporation)

**0-10394**

(Commission File Number)

**91-0864123**

(IRS Employer Identification No.)

**6645 185th Ave. N.E., Suite 100, Redmond, WA 98052**

(Address of principal executive offices, including zip code)

**(425) 881-6444**

(Registrant's telephone number, including area code)

**Not Applicable**

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

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	DAIO	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act ☐

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Items reported in this filing:

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

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

**Annual Meeting of Shareholders Voting Results.**

FIRST: The Annual Meeting of Shareholders of Data I/O Corporation was convened at 10:00 a.m. Pacific, on May 16, 2024, at the Company's headquarters, 6645 185<sup>th</sup> Ave NE, Suite 100, Redmond, Washington.

SECOND: There were issued and outstanding on March 18, 2024, the record date, **9,023,200** shares of Common Stock.

THIRD: There were present at said meeting in person or by proxy, shareholders of the Corporation who were the holders of **7,194,399 (79.73%)** shares of Common Stock entitled to vote, thereby constituting a quorum.

FOURTH: The following nominees for election as Directors, to hold office for a term as defined in the proxy statement and until their successors are duly elected and qualified, received the number of votes set opposite their respective name:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-votes</u>
Anthony Ambrose	4,241,579	601,241	2,351,579
Douglas W. Brown	3,384,428	1,458,392	2,351,579
Sally A. Washlow	4,145,120	697,700	2,351,579
Edward J. Smith	4,136,708	706,112	2,351,579
William Wentworth	4,044,893	706,112	2,351,579

The aforesaid nominees have been elected as Directors.

FIFTH: The proposal to ratify the continued appointment of Grant Thornton LLP as the Company's independent auditors, received the following votes:

	<u>Votes</u>	<u>Percentage of For &amp; Against on this Proposal</u>
For	6,540,908	90.91
Against	93,379	1.30
Abstain	560,112	7.79

The foregoing proposal has been approved.

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SIXTH: The advisory vote (Say on Pay) approving the compensation of the Company's named executive officers, received the following votes:

	<u>Votes</u>	<u>Percentage of For &amp; Against on this Proposal</u>
<b>For</b>	<b>4,141,201</b>	<b>85.51</b>
<b>Against</b>	<b>692,598</b>	<b>14.30</b>
<b>Abstain</b>	<b>9,021</b>	<b>0.19</b>
<b>Broker non-votes:</b>	<b>2,351,579</b>	

The foregoing proposal has been approved.

SEVENTH: The advisory vote (Say on Frequency) on the frequency of the advisory votes approving the compensation of the Company's named executive officers received the following votes:

	<u>Votes</u>	<u>Percentage</u>
<b>One year</b>	<b>4,208,602</b>	<b>86.91</b>
<b>Two years</b>	<b>70,935</b>	<b>1.46</b>
<b>Three years</b>	<b>555,133</b>	<b>11.46</b>
<b>Abstain</b>	<b>8,150</b>	<b>0.17</b>
<b>Broker non-votes:</b>	<b>2,351,579</b>	

The proposal (commonly referred to as a "say-on-frequency" proposal) was approved. In accordance with the voting results on this proposal, the Company has determined to hold an advisory vote on executive compensation every year until the next say-on-frequency vote. A say-on-frequency vote is required to be held at least once every six years.

#### 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.

Data I/O Corporation

May 16, 2024

By /s/Gerald Y. Ng  
Gerald Y. Ng  
Vice President  
Chief Financial Officer  
Secretary and Treasurer