

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

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): October 10, 2017**



**RICHARDSON ELECTRONICS, LTD.**

(Exact name of registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-12906**  
(Commission  
File Number)

**36-2096643**  
(IRS Employer  
Identification No.)

**40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois**  
(Address of principal executive offices)

**60147-0393**  
(Zip Code)

**Registrant's telephone number, including area code: (630) 208-2200**

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

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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 (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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

As reported in the Company’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 12, 2017, at the 2017 Annual Meeting of Shareholders, a majority of the shareholders of the Company voted to recommend that the Company conduct future advisory votes on the compensation of its named executive officers on an annual basis (the “Say on Frequency Vote”).

In light of the results of the Say on Frequency Vote and other factors, the Board of Directors determined that the Company will hold future advisory votes on the compensation of its named executive officers on an annual basis until the next Say on Frequency Vote is conducted or until the Board of Directors determines that it is in the best interest of the Company to hold such votes with a different frequency. The next Say on Frequency Vote is expected to occur at the Company’s 2023 Annual Meeting of Shareholders.

**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.

RICHARDSON ELECTRONICS, LTD.

Date: October 12, 2017

By: /s/ Robert J. Ben  
Name: Robert J. Ben  
Title: Chief Financial and Chief Accounting Officer

