

RENTRAK CORP  
Form 8-K  
August 24, 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**

**August 23, 2012**

**Date of Report (Date of earliest event reported)**

**Rentrak Corporation**

**(Exact name of Registrant as specified in its charter)**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)  
7700 NE Ambassador Place

(I.R.S. Employer  
Identification No.)

Portland, Oregon 97220

(Address of Principal Executive Offices and Zip Code)

503-284-7581

(Registrant's telephone number, including area code)

N/A

(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))

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

The annual meeting of shareholders of Rentrak Corporation (the Company) was held on Thursday, August 23, 2012, in Portland, Oregon. Shareholders representing 9,805,053 shares, or 88.48% of the outstanding shares as of the June 26, 2012 record date, were present in person or were represented at the meeting by proxy. The final results of voting for each matter submitted to a vote of shareholders at the meeting are as follows.

**Proposal 1: Election of Directors**

Each of the seven nominees for director was elected, and the voting results are set forth below:

| Nominee            | For       | Withheld | Broker Non-Votes |
|--------------------|-----------|----------|------------------|
| William Engel      | 6,327,778 | 205,459  | 3,271,816        |
| Richard Hochhauser | 6,129,865 | 403,372  | 3,271,816        |
| William Livek      | 6,444,551 | 88,686   | 3,271,816        |
| Anne MacDonald     | 6,108,565 | 424,672  | 3,271,816        |
| Martin O Connor    | 6,448,392 | 84,845   | 3,271,816        |
| Brent Rosenthal    | 6,444,551 | 88,686   | 3,271,816        |
| Ralph Shaw         | 6,127,811 | 405,426  | 3,271,816        |

**Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm**

The ratification of the appointment of Grant Thornton LLP was approved, and the voting results are set forth below:

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 9,772,594 | 29,459  | 3,000   |                  |

**Proposal 3: Advisory Approval of Named Executive Officer Compensation**

The proposal to approve, as an advisory vote, the compensation of the Company's named executive officers was approved, and the voting results are set forth below:

| For       | Against | Abstain | Broker Non-Votes |
|-----------|---------|---------|------------------|
| 5,905,175 | 547,272 | 80,790  | 3,271,816        |

**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.

Date: August 24, 2012

RENTRAK CORPORATION

By: /s/ David I. Chmerow  
Name: David I. Chmerow  
Title: Chief Operating Officer, Chief Financial  
Officer and Secretary