

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): **October 4, 2012**

OCEAN POWER TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction of Incorporation)

001-33417
(Commission File Number)

22-2535818
(IRS Employer Identification No.)

1590 Reed Road
Pennington, NJ
(Address of Principal Executive Offices)

08534
(Zip Code)

Registrant's telephone number, including area code: **(609) 730-0400**

(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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On October 4, 2012, Ocean Power Technologies, Inc. (the "Company") held its 2012 Annual Meeting of Stockholders. At the Annual Meeting, the Company's stockholders voted on the following proposals:

1. To elect the six nominees named in the Company's proxy statement to serve for a one-year term as a director of the Company expiring at the Company's 2013 Annual Meeting of Stockholders and, in each case, until a successor is elected and qualified. Each nominee for director was elected by a vote of the stockholders as follows:

Name	For	Withheld	Broker Non-Votes
Seymour S. Preston III	3,000,938	123,948	4,451,561
Terence J. Cryan	2,965,700	159,186	4,451,561
David L. Davis	3,046,505	78,381	4,451,561
Bruce A. Peacock	3,046,335	78,551	4,451,561
Dr. George W. Taylor	3,000,007	124,879	4,451,561
Charles F. Dunleavy	3,005,208	119,678	4,451,561

2. To ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2013. The proposal was approved by a vote of the stockholders as follows:

For	Against	Abstain
7,458,514	114,564	3,369

3. To approve, on a nonbinding advisory basis, the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K. The proposal was approved by a vote of the stockholders as follows:

For	Against	Abstentions	Broker Non-votes
2,401,072	681,427	42,387	4,451,561

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.

OCEAN POWER TECHNOLOGIES, INC.

Date: October 9, 2012

By:

/s/ BRIAN M. POSNER

Brian M. Posner

Chief Financial Officer