

**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): May 27, 2020

PC CONNECTION, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	0-23827	02-0513618
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

730 Milford Road	03054
Merrimack, New Hampshire	03054
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: 603-683-2000

(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 (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))

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	CNXN	Nasdaq Global Select Market

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 27, 2020, PC Connection, Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”), at which a quorum was present. At the Annual Meeting, the Company’s stockholders approved the Company’s 2020 Stock Incentive Plan (the “2020 Plan”). The 2020 Plan had previously been approved by the Company’s Board of Directors, subject to stockholder approval.

The 2020 Plan provides for the grant of incentive stock options, nonstatutory stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards and cash awards. All of the Company’s employees, officers, and directors, as well as consultants and advisors, are eligible to receive awards under the 2020 Plan.

The foregoing brief description is qualified in its entirety by the text of the 2020 Plan. A description of the terms and conditions of the 2020 Plan was provided in the definitive proxy statement filed by the Company with the Securities and Exchange Commission on April 29, 2020 under the heading “Proposal Two – Approval of 2020 Stock Incentive Plan” and is incorporated herein by reference.

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

The following is a brief description and vote count of all items voted on at the Annual Meeting:

- (1) The election of five directors to serve until the 2021 Annual Meeting of Stockholders;
- (2) The approval of the 2020 Stock Incentive Plan; and
- (3) The ratification of the selection by the Audit Committee of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020.

The proposals were approved by the following votes:

Proposal #1:	For	Withheld	Broker Non-Vote
Election of Patricia Gallup	20,545,932	4,501,929	883,262
Election of David Hall	20,574,996	4,472,865	883,262
Election of David Beffa-Negrini	24,457,793	590,068	883,262
Election of Barbara Duckett	24,805,692	242,169	883,262
Election of Jack Ferguson	24,505,242	542,619	883,262

Proposal #2:	For	Abstain	Against	Broker Non-Vote
To approve the 2020 Stock Incentive Plan	24,554,730	10,369	482,762	883,262

Proposal #3:	For	Abstain	Against	Broker Non-Vote
To ratify the selection by the Audit Committee of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 31, 2020	25,672,589	13,932	244,602	-

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 (1) [2020 Stock Incentive Plan](#)

(1) Previously filed with the Securities and Exchange Commission as Appendix C to the Registrant's proxy statement pursuant to Section 14(a), filed on April 29, 2020.

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.

PC Connection, Inc.

Date: May 28, 2020

By: /s/ THOMAS C. BAKER
Thomas C. Baker
Senior Vice President, Chief Financial
Officer & Treasurer
