
**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): November 29, 2022

BSQUARE CORPORATION
(Exact name of Registrant as specified in its charter)

Washington
(State or Other Jurisdiction
of Incorporation)

000-27687
(Commission
File Number)

91-1650880
(IRS Employer Identification No.)

**1415 Western Avenue, Suite 700
Seattle, WA 98101
425-519-5900**

(Address and Telephone Number of Registrant's Principal Executive Offices)

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 Instructions 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 Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, no par value	BSQR	The NASDAQ Stock Market LLC

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.

On November 29, 2022, at the 2022 Annual Meeting of Shareholders (the "Annual Meeting") of Bsquare Corporation (the "Company"), the Company's shareholders approved the three proposals listed below. The final voting results for each proposal are set forth below. The proposals are described in detail in the Company's definitive proxy statement for the Annual Meeting, filed with the Securities and Exchange Commission on October 20, 2022.

1. To elect Mary Jesse and Bernee D.L. Strom as Class III Directors, to serve for the ensuing three years and until their respective successor is duly elected and qualified.

Name	Votes For	Withhold	Broker Non-Votes
Mary Jesse	5,456,176	1,037,215	6,030,177
Bernee D.L. Strom	5,462,178	1,031,213	6,030,177

2. To approve on an advisory basis the compensation of the Company's named executive officers.

Votes For	Votes Against	Abstentions	Broker Non-Votes
5,790,332	612,070	90,989	6,030,177

3. To ratify the appointment of Moss Adams LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022.

Votes For	Votes Against	Abstentions	Broker Non-Votes
12,192,101	243,313	88,154	N/A

Item 8.01. Other Events.

Immediately following the Annual Meeting, the composition of the committees of the Company's Board of Directors was as follows:

Audit Committee	Compensation Committee	Governance and Nominating Committee
Robert J. Chamberlain*	Ryan L. Vardeman*	Mary Jesse*
Bernee D.L. Strom	Bernee D.L. Strom	Bernee D.L. Strom
Mary Jesse	Robert J. Chamberlain	Ryan L. Vardeman

* Committee chair.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

BSQUARE CORPORATION

Date: November 30, 2022

By: /s/ Christopher Wheaton
Chief Financial and Operating Officer,
Secretary and Treasurer