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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): May 23, 2018

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**Communications Systems, Inc.**

(Exact name of Registrant as Specified in its Charter)

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**Minnesota**

(State Or Other Jurisdiction Of Incorporation)

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**001-31588**

(Commission File Number)

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**41-0957999**

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

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**10900 Red Circle Drive**  
Minnetonka, MN

(Address Of Principal Executive Offices)

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**55343**

(Zip Code)

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**(952) 996-1674**

Registrant's Telephone Number, Including Area Code

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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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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.

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## Item 5.07 Submission of Matters to Vote of Security Holders

Communications Systems, Inc. (the "Company") held its 2018 Annual Meeting of Shareholders on May 23, 2018. The proposals considered at the Company's 2018 Annual Meeting are described in detail in the Company's Proxy Statement. Of the 9,105,583 shares of the Company's common stock outstanding and entitled to vote at the meeting, 7,908,809 shares or 86.9% of the outstanding shares, were present either in person or by proxy.

The following describes the matters considered by the Company's shareholders at the Annual Meeting, and the final results of the votes cast at the meeting:

1. To elect five directors of the Company to hold office until the next Annual Meeting of Shareholders or until their respective successors have been elected and qualified.

<u>Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Vote</u>
Curtis A. Sampson	3,199,199	2,645,302	2,064,308
Roger H. D. Lacey	3,366,876	2,477,625	2,064,308
Richard A. Primuth	3,419,375	2,425,126	2,064,308
Randall D. Sampson	3,435,845	2,408,656	2,064,308
Steven C. Webster	3,537,422	2,307,079	2,064,308

2. To ratify and approve the appointment of Baker Tilly Virchow Krause, LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2018.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
7,734,743	142,854	31,212

3. To cast an advisory vote approving executive compensation.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
5,616,343	210,029	18,129	2,064,308

4. To cast an advisory vote on the frequency of future executive compensation advisory votes.

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
1,165,292	102,014	4,537,300	39,895	2,064,308

5. To approve amendments to the Company's 2011 Executive Incentive Compensation Plan to increase the total number of authorized shares by 500,000 shares to 2,500,000 shares.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
4,415,278	1,412,846	16,377	2,614,308

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As a result, the shareholders (i) elected each nominee as a director of the Company; (ii) ratified the appointment of Baker Tilly Virchow Krause, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018; (iii) approved the Company executive compensation; (iv) selected "every three years" as the frequency of future advisory votes on executive compensation; and (v) approved the 500,000 share increase in the Company's 2011 Executive Incentive Compensation Plan.

On May 23, 2018, the Company's Board of Directors determined that future shareholder advisory votes approving executive compensation will be held every three years, until the next advisory vote on the frequency of future executive compensation advisory votes.

#### **Item 8.01 Other Events**

On May 23, 2018, the Company issued a press release announcing that the Company's Board of Directors had initiated a strategic review of the Company's businesses and assets to explore opportunities to enhance shareholder value. A Special Board Committee consisting of independent directors Richard Primuth, Randy Sampson and Steven Webster will oversee this process. The Special Committee expects to retain an investment banking firm to advise it on this process. A copy of the press release is attached as Exhibit 99.1

#### **Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following press release is filed as an Exhibit to this Report:

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
<a href="#">99.1</a>	<a href="#">Communications Systems, Inc. press release dated May 23, 2018.</a>

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**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, thereunto duly authorized.

COMMUNICATIONS SYSTEMS, INC.

By: /s/ Mark Fandrich  
Chief Financial Officer

Date: May 29, 2018

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**FOR IMMEDIATE RELEASE**

**COMMUNICATIONS SYSTEMS, INC. DECLARES QUARTERLY DIVIDEND OF \$0.04 PER SHARE AND ESTABLISHES SPECIAL COMMITTEE TO EXPLORE STRATEGIC OPTIONS**

Minnetonka, MN – May 23, 2018 – Communications Systems, Inc. (NASDAQ: JCS) (“CSI” or the “Company”) a global provider of connectivity infrastructure and services for deployments of broadband networks, today announced that its Board of Directors has declared a cash dividend of \$0.04 per common share. The dividend is payable on July 2, 2018, to shareholders of record as of June 15, 2018. This marks the 63<sup>rd</sup> consecutive quarter that CSI has paid a dividend to its shareholders.

The Board has also initiated a strategic review of the Company’s businesses and assets to explore opportunities for enhancing value for the Company’s loyal shareholders. A Special Board Committee consisting of independent directors Richard Primuth, Randy Sampson and Steven Webster will oversee this process. The Special Committee expects to retain an investment banking firm to advise it in this process.

CSI’s Chief Executive Officer Roger H.D. Lacey commented, “The strategic review will be a thorough process. The Company will report on its findings and conclusions at the completion of the review and does not expect to comment on the progress of the strategic review until it is completed. We will consider all reasonable options but cannot guarantee that any actions will be taken as a direct result of this review. CSI currently has several growth initiatives within our operating segments that we believe can grow our revenues and return CSI to positive cash flow. We also fully understand the challenges that these segments face and how those challenges continue to affect the price of our common stock. While it is uncertain what, if any, specific action or transaction may result from this process, we believe the timing is right for the Board to assess all potential opportunities to maximize long-term value for our loyal shareholders.”

**About Communications Systems**

Communications Systems, Inc. provides connectivity infrastructure and services for global deployments of broadband networks. Focusing on innovative, cost-effective solutions, CSI provides customers the ability to deliver, manage, and optimize their broadband network services and architecture. From the integration of fiber optics in any application and environment to efficient home voice and data deployments to optimization of data and application access, CSI provides tools for maximum utilization of the network from the edge to the user. With partners and customers in over 50 countries, CSI has built a reputation as a reliable global innovator focusing on quality and customer service.

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**Forward-Looking Statements**

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding future financial performance, and future growth. These statements are based on Communications Systems' current expectations or beliefs and are subject to uncertainty and changes in circumstances. Actual results may vary materially from those expressed or implied by these statements due to changes in economic, business, competitive or regulatory factors, and other risks and uncertainties affecting the operation of Communications Systems' business. These risks, uncertainties and contingencies are presented in the Company's Annual Report on Form 10-K and, from time to time, in the Company's other filings with the Securities and Exchange Commission. The information set forth in this press release should be read in light of these risks. Further, investors should keep in mind that the Company's financial results in any particular period may not be indicative of future results. Communications Systems is under no obligation to, and expressly disclaims any obligation to, update or alter its forward-looking statements, whether as a result of new information, future events, changes in assumptions or otherwise.

**Contacts:****Communications Systems, Inc.**

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Chief Executive Officer  
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