
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

(Exact name of registrant as specified in its charter)

*(State or Other Jurisdiction
of Incorporation)*

*(Commission
File Number)*

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

(Address of Principal Executive Office) (Zip Code)

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation a133

... : Proposal to ratify the shares issued and issuable in connection with the acquisition of United States University.

The Company's shareholders ratified the shares issued and issuable in connection with the acquisition of United States University, as set forth below:

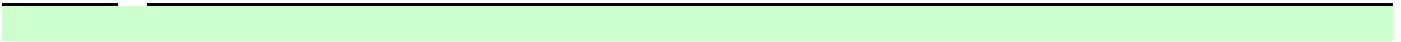
3,928,757	2,722	764,264	3,154,557
-----------	-------	---------	-----------

... : Proposal to approve the Company's named executive officer compensation.

The Company's shareholders approved the Company's named executive officer compensation, as set forth below:

3,771,5

--



Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf

This Amendment No. 10 to the 2012 Equity Incentive Plan (the “Plan”) deletes the “Bulletin Board” definition and amends the definition of “Fair Market Value” under Section 1(b) of the Plan.

The definition of Bulletin Board shall be deleted.

The definition of Fair Market Value shall be deleted and replaced with the following:

“Fair Market Value” shall be determined as of the last Trading Day before the date a Stock Right is granted and shall mean:

- (1) the closing price on the principal market if the Common Stock is listed on a national securities exchange or the OTCQB or OTCQX.
- (2) if the Company’s shares are not listed on a national securities exchange or the OTCQB or OTCQX, then the closing price if reported or the average bid and asked price for the Company’s shares as published by OTC Markets Group;
- (3) if there are no prices available under clauses (1) or (2), then Fair Market Value shall be based upon the average closing bid and asked price as determined following a polling of all dealers making a market in the Company’s Common Stock; or
- (4) if there is no regularly established trading market for the Company’s Common Stock or if the Company’s Common Stock is listed, quoted or reported under clauses (1) or (2) but it trades sporadically rather than every day, the Fair Market Value shall be established by the Board or the Compensation Committee taking into consideration all relevant factors including the most recent price at which the Company’s Common Stock was sold.