

ISCO INTERNATIONAL INC
Form 8-K
June 20, 2006

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): June 16, 2006

ISCO INTERNATIONAL, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

000-22302
(Commission File Number)

36-3688459
(I.R.S. Employer Identification
Number)

1001 Cambridge Drive, Elk Grove Village,
ILLINOIS
(Address of Principal Executive Offices)

(847) 391-9400

60007
(Zip Code)

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K 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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

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“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 7.01. Regulation FD Disclosure

On June 16, 2006, the Company held its Annual Meeting of Stockholders (the Meeting). Copies of slides presented at the Meeting relating to the Company s operations are attached as Exhibit 99.1 to this Report.

Item 8.01. Other Events

At the Meeting, the following proposals were approved by the margins indicated:

| | Number of Shares | |
|---|------------------|-----------|
| | Voted For | Withheld |
| 1. To elect directors to the Board of Directors for a term of one (1) year and until his successor is duly elected and qualified. | | |
| Mr. John Thode | 159,199,650 | 3,055,997 |
| Mr. Jim Fuentes | 158,772,256 | 3,483,391 |
| Dr. Amr Abdelmonem | 159,179,101 | 3,076,546 |
| Dr. George Calhoun | 158,677,732 | 3,577,915 |
| Mr. Mike Fenger | 158,938,910 | 3,316,737 |
| Mr. Ralph Pini | 159,173,100 | 3,082,547 |
| Mr. Tom Powers | 159,032,813 | 3,222,834 |

| | Number of Shares | | |
|---|------------------|-----------|---------|
| | Voted For | Against | Abstain |
| 2. To approve the proposed restricted stock grant to John Thode, the Company s President and Chief Executive Officer, and the corresponding amendment to the Company s 2003 Equity Incentive Plan, as amended | 17,754,999 | 4,910,973 | 500,347 |
| 3. To approve the appointment of Grant Thornton LLP as the independent auditors of the Company s financial statements for the fiscal year ending December 31, 2006 | 159,435,551 | 2,425,980 | 394,116 |
| Attached hereto as Exhibit 99.2 is a copy of the Company s Equity Incentive Plan as amended at the Meeting. | | | |

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

The following exhibit is filed with this Form 8-K:

| (d) | Exhibit No. | Description |
|-----|-------------|--|
| | 99.1 | Presentation Slides dated June 16, 2006. |
| | 99.2 | ISCO International, Inc. 2003 Equity Incentive Plan, as amended. |

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.

ISCO INTERNATIONAL, INC.

Date: June 20, 2006

By: **/s/ FRANK CESARIO**
Frank Cesario
Chief Financial Officer

Index of Exhibits

| Exhibit No. | Description |
|--------------------|--|
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| 99.2* | ISCO International, Inc. 2003 Equity Incentive Plan, as amended. |

* Filed herewith