

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): July 25, 2012

ENVISION SOLAR INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| <u>Nevada</u> (State or other Jurisdiction of Incorporation) | <u>333-147104</u> (Commission File Number) | <u>26-1342810</u> (IRS Employer Identification No.) |
| <u>7675 Dagget Street, Suite 150, San Diego, CA</u> (Address of Principal Executive Offices) | | <u>92111</u> (Zip Code) |

Registrant's telephone number, including area code: **(858) 799-4583**

(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:

- 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))

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

On July 25, 2012, the Company conducted an Annual Meeting of its Shareholders at its corporate offices at 7675 Dagget Street, Suite 150, San Diego, California, 92111. At the Annual Meeting of the Shareholders, the shareholders were asked to consider and vote upon the following proposals:

1. The election of four members of the Board of Directors to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified. The following persons were nominated to be directors of the Company: Robert Noble, Chairman, Jay S. Potter, John Evey and Desmond Wheatley.
2. Ratification of the 2011 Stock Incentive Plan for the Directors, Officers, Employees and Key Consultants of Envision Solar International, Inc.
3. Ratification of the appointment of Salberg & Company, P.A. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012.

A quorum of shareholders was present at the meeting in person or by proxy. Based on the completed count of votes by the Inspector of Election for the shareholder meeting, the following shareholder vote was made for the following proposals with the following voting results:

1. Proposal One: To elect a Board of up to four (4) directors to hold office until the next annual meeting of stockholders or until their respective successors have been elected and qualified. The nominees were Robert Noble, Jay S. Potter, John Evey and Desmond Wheatley.

| | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------|------------|-----------------|-------------------------|
| Robert Noble: | 22,317,435 | 874,144 | 9,906,894 |
| Jay S. Potter: | 21,983,518 | 1,208,061 | 9,906,894 |
| John Evey: | 22,317,320 | 874,259 | 9,906,894 |
| Desmond Wheatley: | 22,314,685 | 876,894 | 9,906,894 |

2. Proposal Two: To ratify the adoption of the 2011 Stock Incentive Plan for the Directors, Officers, Employees and Key Consultants of Envision Solar International, Inc.

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|--|------------|----------------|-----------------|-------------------------|
| | 21,281,593 | 1,615,232 | 294,754 | 9,906,894 |

3. Proposal Three: To ratify the appointment of Salberg & Company, P.A. as independent registered public accountants for the fiscal year ending December 31, 2012.

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|--|------------|----------------|-----------------|-------------------------|
| | 32,703,090 | 189,013 | 206,370 | n/a |

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENVISION SOLAR INTERNATIONAL, INC.

July 29, 2012

By: /s/ Desmond Wheatley
Desmond Wheatley, Chief Executive Officer