

**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): May 24, 2012

INTELLIGENT SYSTEMS CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|---|---|---|
| Georgia (State or other jurisdiction of incorporation or organization) | 1-9330 Commission file number | 58-1964787 (I.R.S. Employer Identification No.) |
|---|---|---|

| | |
|---|----------------------------|
| 4355 Shackleford Road, Norcross, Georgia (Address of principal executive offices) | 30093 (Zip Code) |
|---|----------------------------|

Registrant's telephone number, including area code: **(770) 381-2900**

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 1.01 Entry Into A Material Definitive Agreement

Intelligent Systems Corporation (“Registrant”) has entered into two material agreements.

On May 24, 2012, the Registrant entered into a Director Indemnification Agreement with Cherie M. Fuzzell. Ms. Fuzzell was elected to the Board of Directors of the Registrant at the 2012 Annual Meeting of Shareholders. The Director Indemnification Agreement is the Registrant’s standard agreement that sets forth the terms and conditions for indemnification of and payment of certain expenses related to Ms. Fuzzell’s service on the Board of Directors of the Registrant.

On May 25, 2012, the Registrant entered into the Second Amendment to the Lease Agreement between the Registrant and ISC Properties, LLC. The Second Amendment provides for the extension of the Lease Agreement for an additional three year term from June 1, 2012 through May 31, 2015 on the same terms and conditions as the original Lease Agreement. ISC Properties, LLC is a related party to the Registrant.

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

At the Annual Meeting of Shareholders of Intelligent Systems Corporation (“Registrant”) on May 24, 2012, shareholders re-elected two incumbent directors, James V. Napier and J. Leland Strange to serve until the 2015 Annual Meeting. The vote was as follows:

| | <u>For</u> | <u>Withheld</u> |
|-------------------|------------|-----------------|
| James V. Napier | 5,971,546 | 17,721 |
| J. Leland Strange | 5,787,155 | 202,112 |

Shareholders also elected one director, Cherie M. Fuzzell, to the board of directors to serve a two year term until the 2014 Annual Meeting. The vote was as follows:

| | <u>For</u> | <u>Withheld</u> |
|------------------|------------|-----------------|
| Cherie M Fuzzell | 5,977,926 | 11,341 |

No other items were submitted to a vote of shareholders at the Annual Meeting.

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 hereunto duly authorized.

Date: May 29, 2012

INTELLIGENT SYSTEMS CORPORATION
(Registrant)

By: /s/ Bonnie L. Herron
Bonnie L. Herron
Chief Financial Officer