

**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) **November 28, 2012**

PROBE MANUFACTURING, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Nevada (State or other jurisdiction of incorporation) | 333-125678 (Commission File Number) | 20-2675800 (IRS Employer Identification No.) |
|--|--|---|

| | |
|--|----------------------------|
| 17475 Gillette Avenue, Irvine, CA (Address of principal executive offices) | 92614 (Zip Code) |
|--|----------------------------|

Registrant's telephone number, including area code **(949) 273-4990**

(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 (see General Instruction A.2. below):

- 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 November 28, 2012, we held our 2012 Annual Meeting of Stockholders. At the meeting, our stockholders voted on the following three proposals: (i) to re-elect four nominee directors, each to hold office for a one-year term expiring at the 2012 Annual Meeting of Shareholders and until his successor is duly elected and qualified (*Proposal No. 1*); (ii) authorize and approve a reverse stock split of the Company's issued and outstanding shares of common stock by a ratio of ten-to-one (*Proposal No. 2*); and (iii) to ratify the appointment of W.T. Uniack & Co, CPA's, P.C., as our independent registered public accounting firm for the year ending December 31, 2012 to hold a non-binding, advisory vote on executive compensation (*Proposal No. 3*). The three proposals are described in detail in our definitive proxy statement, dated November 12, 2012 as filed on Schedule 14A on November 27, 2012.

At the close of business on November 6, 2012, the record date for the determination of shareholders entitled to vote at our 2012 annual meeting of shareholders, there were 199,069,056 shares of the Company's common stock entitled to vote, each share being entitled to one vote and constituting all of the outstanding voting securities of the Company. At our 2012 annual meeting of shareholders, the holders of 156,233,903 shares of the Company's common stock entitled to vote were represented in person or by proxy, constituting a quorum. Proposals No. 1, 2 and 3 were approved by our stockholders by the requisite vote necessary for approval. The votes with respect to each of the proposals are set forth below.

Proposal 1. To reelect three directors, each to hold office for a one-year term expiring at the 2012 Annual Meeting of Stockholders and until his successor is duly elected and qualified:

| <u>Nominee</u> | <u>Shares For</u> | <u>Shares Withheld</u> |
|----------------|-------------------|------------------------|
| Kambiz Mahdi | 156,147,403 | 86,500 |
| John Bennett | 156,167,403 | 66,500 |
| Robert Young | 156,167,403 | 66,500 |
| Shervin Talieh | 156,147,403 | 86,500 |

No broker non-votes were cast in the election of our directors.

Proposal 2. To authorize and approve a reverse stock split of the Company's issued and outstanding shares of common stock by a ratio of ten-to-one:

| | |
|------------------|-------------|
| Shares For | 155,819,808 |
| Shares Against | 414,095 |
| Shares Abstained | 0 |

No broker non-votes were cast in the authorization and approval a reverse stock split of the Company's issued and outstanding shares of common stock by a ratio of ten-to-one.

Proposal 3. To ratify the appointment of W.T. Uniack & Co, CPA's, P.C. as our independent registered public accounting firm for the year ending December 31, 2012:

| | |
|------------------|-------------|
| Shares For | 156,217,403 |
| Shares Against | 0 |
| Shares Abstained | 16,500 |

No broker non-votes were cast in the ratification of the appointment of W.T. Uniack & Co, CPA's, P.C. as our independent registered public accounting firm.

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.

Probe Manufacturing, Inc.

(Registrant)

Date November 29, 2012

/s/ Kambiz Mahdi

(Signature)

Print Name: Kambiz Mahdi

Title: Chief Executive Officer