

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 19, 2015

Track Group, Inc.

(Exact name of Registrant as specified in its Charter)

Utah
(State or other jurisdiction of incorporation)

000-23153
(Commission File No.)

87-0543981
(IRS Employer Identification No.)

405 South Main Street, Suite 700, Salt Lake City, UT 84111
(Address of principal executive offices)

(801) 451-6141
(Registrant's Telephone Number)

SecureAlert, Inc.
(Former name or 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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

On May 19, 2015, SecureAlert, Inc., dba Track Group (the “Company”) amended its Articles of Incorporation to change the name of the Company to “Track Group, Inc.”, which amendment was approved by the Company’s stockholders at the Company’s 2015 annual meeting (the “Annual Meeting”), as described under Item 5.07 below. A copy of the Company’s amended and restated Articles of Incorporation, as filed with the Utah Secretary of State, is attached hereto as Exhibit 3.1, and is incorporated by reference herein.

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

The Company’s Annual Meeting was held on May 19, 2015. Prior to the Annual Meeting, Genaro Luna withdrew his name as a nominee to the Company’s Board of Directors. The Board did not name a substitute to be considered by shareholders at the Annual Meeting, and the Board therefore reduced the number to be considered from four directors to three.

The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal No. 1- Election of Directors

	For	Withheld	Broker Non-Vote
Guy Dubois	5,512,664	9,309	2,195,002
David S. Boone	5,512,664	9,309	2,195,002
Dirk Karel J. van Daele	5,513,162	8,811	2,195,002

The Company’s Directors are elected by a plurality of the votes cast. Accordingly, each of the nominees named above were elected to serve on the Board of Directors until the 2016 annual meeting of stockholders, or until their successors are elected and qualified.

Proposal No. 2- Change of Company Name

For	Against	Abstain	Broker Non-Vote
7,690,425	25,250	1,300	0

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, the amendment to the Company’s Articles of Incorporation to change the name of the Company to “Track Group, Inc.” was approved.

Proposal No. 3- Amendment to the 2012 Equity Incentive Award Plan

For	Against	Abstain	Broker Non-Vote
5,512,645	8,003	1,325	2,195,002

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, the amendment and restatement of the Company’s 2012 Equity Incentive Award Plan to increase the number of shares of common stock authorized for issuance thereunder by the greater of 700,000 or 7% of the issued and outstanding shares of the Company’s common stock, was approved.

Proposal No. 4- Advisory Vote to Approve Executive Compensation

For	Against	Abstain	Broker Non-Vote
5,512,547	8,101	1,325	2,195,002

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, stockholders voted, on an advisory basis, in favor of the compensation paid to the Company’s named executive officers, as disclosed in the Executive Compensation section of the Company’s definitive proxy statement, dated April 9, 2015.

Proposal No. 5- Ratification of Appointment of Auditors

For	Against	Abstain	Broker Non-Vote
7,703,024	12,651	1,300	0

The vote required to approve this proposal was the affirmative vote of a majority of the votes cast on the proposal. Accordingly, stockholders ratified the appointment of Eide Bailly, LLP as the Company’s independent auditors for the fiscal year ending September 30, 2015.

For more information about the foregoing proposals, please review the Company’s definitive proxy statement, filed with the Securities and Exchange Commission on April 9, 2015.

Item 9.01 Financial Statements and Exhibits.

See Exhibit Index.

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.

Track Group, Inc.

Date: May 21, 2015

By: /s/ John R. Merrill
John R. Merrill
Chief Financial Officer

Exhibit No.	Description
3.1	Amended and Restated Articles of Incorporation of SecureAlert, Inc., dated May 19, 2015

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SECUREALERT, INC.**

SecureAlert, Inc. (the “Corporation”), does hereby amend and restate its Articles of Incorporation, as amended, in their entirety in accordance with the Utah Revised Business Corporation Act, as amended, (the “Act”), and certifies as follows:

**ARTICLE I
NAME**

The name of the Corporation is Track Group, Inc.

**ARTICLE II
PURPOSES AND POWERS**

The Corporation is organized to engage in any and all lawful acts, activities and pursuits for which corporations may presently or hereafter be organized under the Act. The Corporation shall have all powers allowed by law, including, without limitation, those powers described in Section 16-10a-302 of the Act.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation is authorized to issue two classes of shares to be designated, respectively, the “Common Stock” and the “Preferred Stock.” The total number of shares of Common Stock authorized to be issued is fifteen million (15,000,000) and the total number of shares of Preferred Stock authorized to be issued is twenty million (20,000,000). The Common Stock and the Preferred Stock shall each have a par value of \$0.0001 per share.

Each outstanding share of the Common Stock and Preferred Stock of the Corporation held prior to the filing of these Amended and Restated Articles of Incorporation (the “Restated Articles”) shall immediately after such filing represent that same number of shares of Common Stock or Preferred Stock respectively. These Restated Articles do not provide for an exchange, reclassification, or cancellation of issued shares of the Corporation.

The Corporation’s previously authorized and designated Series A, Series B, Series C and Series D Convertible Preferred Stock have been redeemed, converted, and/or cancelled and such Convertible Preferred Stock Designations are of no further effect and no longer valid or existing as of the adoption and filing of these Restated Articles.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation in the State of Utah is 111 East Broadway, Suite 900, Salt Lake City, UT 84111. The name of its registered agent at such address is DJP Corporate Services Salt Lake.

**ARTICLE V
LIMITATION ON LIABILITY**

Within the meaning of and in accordance with Section 16-10a-841 of the Act:

A. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, except as provided in this ARTICLE V.

B. The limitation of liability contemplated in this ARTICLE V shall not extend to (a) the amount of a financial benefit received by a director to which he or she is not entitled, (b) an intentional infliction of harm on the Corporation or its shareholders, (c) a violation of Section 16-10a-842 of the Act, or (d) an intentional violation of criminal law.

C. Any repeal or modification of this ARTICLE V by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

D. Without limitation, this ARTICLE V shall be applied and interpreted, and shall be deemed to incorporate, any provision of the Act, as the same exists on the date hereof or may hereafter be amended, as well as any applicable interpretation of Utah law, so that personal liability of directors and officers of the Corporation to the Corporation or its shareholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by Utah law.

**ARTICLE VI
ADOPTION OF ARTICLES**

The foregoing Restated Articles were duly approved by all of the Board of Directors of the Corporation at a meeting of the Board of Directors on February 26, 2015, and by a majority vote at a meeting the Shareholders of all issued and outstanding voting securities the Corporation on May 19, 2015, in conformity with the requirements of the Act and the Bylaws of the Corporation. At the time of the adoption of the foregoing Restated Articles, the Corporation had one class of stock outstanding, designated as Common Stock and

10,131,629 Common Stock shares were issued and outstanding, all of which were entitled to vote thereon. The number of shares of Common Stock that voted to approve the foregoing Restated Articles was 6,742,027, or 66.54% of the issued and outstanding shares, which is sufficient for the approval of the foregoing Restated Articles.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation are executed as of the 19th day of May, 2015.

TRACK GROUP, INC.

By: /s/ Guy Dubois

Name: Guy Dubois

Title: Executive Committee Member, Acting Chief Executive Officer