

ALAMO GROUP INC
Form 8-K
May 06, 2011

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 5, 2011

Alamo Group Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| State of Delaware | 0-21220 | 74-1621248 |
| (State or Other Jurisdiction of Incorporation) | (Commission file number) | (I.R.S. Employer Identification No.) |

1627 E. Walnut
Seguin, Texas 78155

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(Address of Registrant's principal executive offices, including zip code)

(830) 379-1480

(Registrant's telephone number, including area code)

N.A.

(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 May 5, 2011, Alamo Group Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in the Company's proxy statement filed with the Securities and Exchange Commission on March 21, 2011 (the Proxy Statement).

Set forth below, with respect to each proposal, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes:

Proposal 1 Election of directors

The stockholders approved the election of all six of the nominees for director to serve until the next Annual Meeting or until their successors are duly elected and qualified. The voting results were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------|---------|---------------------|
| Helen W. Cornell | 10,714,164 | 5,665 | 69,405 | 677,894 |
| Jerry E. Goldress | 10,591,948 | 122,328 | 74,958 | 677,894 |
| David W. Grzelak | 10,439,250 | 275,441 | 74,543 | 677,894 |
| Gary L. Martin | 10,285,303 | 39,071 | 464,860 | 677,894 |
| Ronald A. Robinson | 10,713,435 | 5,219 | 70,580 | 677,894 |
| James B. Skaggs | 10,708,304 | 5,821 | 75,109 | 677,894 |

Proposal 2 Ratification of appointment of KPMG LLP as independent auditor for fiscal year 2011

The appointment of KPMG LLP to serve as the Company's independent auditor for the fiscal year ending December 31, 2011 was ratified. The voting results were as follows:

| | | |
|-----|---------|---------|
| For | Against | Abstain |
|-----|---------|---------|

| | | | |
|------------|---------|--------|--------------------------|
| 11,348,665 | 103,298 | 15,165 | Broker Non-Votes 0 |
|------------|---------|--------|--------------------------|

Proposal 3 Advisory vote on compensation of named executive officers

The stockholders approved, on an advisory, non-binding basis, the compensation of our named executive officers as described in our Proxy Statement, by the votes set forth in the table below:

| | | | |
|------------|---------|---------|---------------------|
| For | Against | Abstain | Broker Non-Votes |
| 10,718,549 | 38,883 | 31,801 | 677,895 |
| - | | | |

Proposal 4 Advisory vote on the frequency of the advisory vote on compensation of named executive officers

The stockholders voted, on an advisory, non-binding basis, that the frequency of the advisory vote on compensation of named executive officers should be held as set forth in the table below:

| | | | | |
|-----------|---------|-----------|---------|---------------------|
| 3 Years | 2 Years | 1 Year | Abstain | Broker Non-Votes |
| 6,930,657 | 101,937 | 3,734,049 | 22,589 | 677,896 |

Based on these results and consistent with a [majority] of votes cast with respect to this matter, the Company's board of directors has adopted a policy to hold an advisory vote on compensation of named executive officers every three years.

