

MATTHEWS INTERNATIONAL CORP

Form 8-K

February 21, 2012

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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):  
February 16, 2012

MATTHEWS INTERNATIONAL CORPORATION  
(Exact name of registrant as specified in its charter)

Pennsylvania (State or other jurisdiction of incorporation	0-9115 (Commission File Number)	25-0644320 (IRS Employer Identification No.)	
PA  offices)	Two NorthShore Center, Pittsburgh,  (Address of principal executive		15212-5851  (Zip Code)
code:	Registrant's telephone number, including area		(412) 442-8200

Item 5.07 Submission of Matters to a Vote of Security Holders

The Annual Meeting of the Shareholders of Matthews International Corporation was held on February 16, 2012. A total of 28,379,460 shares of Class A Common Stock were eligible to vote at such meeting.

The matters voted upon at such meeting were as follows:

1. Election of Directors:

The following individuals were nominated for election to the Board of Directors for a term expiring at the Annual Meeting of Shareholders in the year indicated.

Nominee	Term Expiration	Votes For	Votes		Broker Non Votes
			Withheld		
Jerry R. Whitaker	2013	21,806,090	638,673		2,092,601
Joseph C. Bartolacci	2015	21,752,752	692,011		2,092,601
Katherine E. Dietze	2015	21,401,680	1,043,083		2,092,601
Morgan K. O'Brien	2015	21,811,113	633,650		2,092,601

The nominations were made by the Board of Directors and no other nominations were made by any shareholder. The nominees had currently been members of the Board of Directors at the date of the Annual Meeting.

The terms of the following additional directors continued after the meeting: Gregory S. Babe, Alvaro Garcia-Tunon, John P. O'Leary, Jr. and John D. Turner.

2. Selection of Auditors:

The shareholders voted to ratify the appointment by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as independent registered public accountants to audit the records of the Company for the fiscal year ending September 30, 2012.

Votes For	Votes		Broker Non Votes
	Against	Abstained	
24,311,047	217,167	9,150	0

3. Advisory (non-binding) vote on the executive compensation of the Company's named executive officers:

The shareholders voted in favor of the compensation of the Company's named executive officers as disclosed in the Compensation Discussion and Analysis, the compensation tables and the related disclosure contained in the 2012 proxy statement.

Votes For	Votes		Broker Non Votes
	Against	Abstained	

21,129,143 1,113,330 202,290 2,092,601

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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.

MATTHEWS INTERNATIONAL CORPORATION  
(Registrant)

By Steven F. Nicola

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Steven F. Nicola  
Chief Financial Officer, Secretary and Treasurer

Date: February 21, 2012

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