

OLIN CORP
Form 8-K
April 29, 2015

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): April 23, 2015

OLIN CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------------------|---|
| Virginia (State or Other Jurisdiction of Incorporation) | 1-1070 (Commission File Number) | 13-1872319 (IRS Employer Identification No.) |
|---|------------------------------------|---|

| | |
|---|--------------------------|
| 190 Carondelet Plaza, Suite 1530 Clayton, MO (Address of principal executive offices) | 63105-3443 (Zip Code) |
|---|--------------------------|

(314) 480-1400
(Registrant's telephone number, including area code)

(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.

a. and b.

The Company's 2015 ASM was held on April 23, 2015. Of the 77,140,969 shares of Common Stock entitled to vote at such meeting, 70,495,601.985 shares were present for purposes of a quorum. The voting results for each of the four proposals submitted for vote by the shareholders are set forth below.

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--|----------------|---------------|-------------|------------------|
| Proposal 1 - Three Class III Directors were elected at the meeting, for a term of three years, as follows: | | | | |
| Donald W. Bogus | 60,268,904.051 | 634,647.683 | 328,282.251 | 9,263,768 |
| Philip J. Schulz | 59,894,004.084 | 1,018,568.687 | 319,261.214 | 9,263,768 |
| Vincent J. Smith | 60,296,092.321 | 614,147.674 | 321,593.990 | 9,263,768 |
| Proposal 2 - Approval of the Amended and Restated Olin Senior Management Incentive Compensation Plan, including the approval of performance measures pursuant to Section 162(m) of the Internal Revenue Code | 59,145,537.984 | 1,492,692.691 | 593,603.310 | 9,263,768 |
| Proposal 3 - Conduct an advisory vote to approve the compensation for named executive officers | 59,106,359.436 | 1,503,271.042 | 622,203.507 | 9,263,768 |
| Proposal 4 - Ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2015 | 69,153,682.784 | 997,363.222 | 344,555.979 | Not applicable. |

c. and d.

Not applicable.

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.

OLIN CORPORATION

By: /s/ George H. Pain
Name: George H. Pain
Title: Senior Vice President, General Counsel and
Secretary

Date: April 29, 2015