

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

On May 24, 2012, Katy Industries, Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”) at which the Company’s stockholders approved two proposals. The proposals are described in detail in the Company’s Proxy Statement for the Annual Meeting.

Proposal 1

The Company’s stockholders elected three individuals to the Board of Directors as set forth below:

Name	Votes For	Votes Withheld	Broker Non-Votes
Daniel B. Carroll	6,034,378	33,657	1,469,767
Wallace E. Carroll, Jr.	5,980,653	87,382	1,469,767
David J. Feldman	4,512,815	1,555,220	1,469,767

Proposal 2

The Company’s stockholders ratified the appointment of UHY LLP as the Company’s independent registered public accounting firm for 2012, as set forth below:

Votes For	Votes Against	Abstentions
7,340,704	44,053	153,045

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.

KATY INDUSTRIES, INC.
(Registrant)

By: /s/ James W. Shaffer
James W. Shaffer
Vice President, Treasurer and Chief Financial Officer

Date: May 30, 2012
