

WABASH NATIONAL CORP /DE  
Form 8-K  
May 23, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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 17, 2012

**WABASH NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware	1-10883	52-1375208
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

1000 Sagamore Parkway South	47905
Lafayette, Indiana	(Zip Code)
(Address of principal executive offices)	

Registrant's telephone number, including area code: (765) 771-5310

(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))

INFORMATION TO BE INCLUDED IN THE REPORT

**Section 5 – Corporate Governance and Management**

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

On May 17, 2012, the Company held its Annual Meeting at which three proposals were submitted to the Company’s stockholders. As of April 5, 2012, the date of record for determining the Company stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 68,324,259 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 61,755,480 shares of the Company’s issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The three proposals considered at the Annual Meeting are described in detail in the Company’s Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 9, 2012. The final results for each proposal are set forth below.

Proposal 1.

The Company’s stockholders elected the following six persons to the Company’s Board of Directors to hold office for a term of one year or until their respective successors are elected and qualified or until their earlier death, resignation or removal:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Richard J. Giromini	53,773,230	1,228,967	633,699	6,119,584
Dr. Martin C. Jischke	53,801,641	1,199,753	634,502	6,119,584
James D. Kelly	53,435,237	1,566,597	634,062	6,119,584
John E. Kunz	53,437,238	1,563,256	635,402	6,119,584
Larry J. Magee	53,381,823	1,619,671	634,402	6,119,584
Scott K. Sorensen	53,814,305	1,185,489	636,102	6,119,584

Proposal 2.

The Company's stockholders approved in an advisory (non-binding) vote the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
50,965,095	3,380,189	1,290,612	6,119,584

Proposal 3.

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The votes regarding this proposal were as follows:

Votes For	Votes Against	Abstain	Broker Non-Votes
61,484,734	222,865	47,881	0

**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.

Wabash National Corporation

Date: May 23, 2012 By: /s/ Mark J. Weber  
Mark J. Weber  
Senior Vice President and  
Chief Financial Officer