

NEWELL RUBBERMAID INC
Form 8-K
May 10, 2012

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 8, 2012

NEWELL RUBBERMAID INC.

(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-9608 (Commission File Number) | 36-3514169 (IRS Employer Identification No.) |
|---|---------------------------------------|--|

3 Glenlake Parkway

| | |
|--|---------------------|
| Atlanta, Georgia (Address of Principal Executive Offices) | 30328 (Zip Code) |
|--|---------------------|

Registrant's Telephone Number, Including Area Code: (770) 418-7000

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))

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“ 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.

The Company held its Annual Meeting of Stockholders on May 8, 2012. For more information on the proposals presented at the meeting, see the Proxy Statement, the relevant portions of which are incorporated herein by reference.

The stockholders elected each of the four nominees to the Board of Directors for a three-year term by a majority of the votes cast:

| Director | For | Against | Abstain | Broker Non-Votes |
|----------------------------|-------------|----------------|----------------|-------------------------|
| Thomas E. Clarke | 188,342,454 | 41,721,342 | 159,324 | 27,769,641 |
| Elizabeth Cuthbert-Millett | 208,065,859 | 22,010,096 | 147,165 | 27,769,641 |
| Domenico De Sole | 227,023,873 | 2,999,727 | 199,520 | 27,769,641 |
| Steven J. Strobel | 209,262,567 | 20,799,652 | 160,901 | 27,769,641 |

The stockholders ratified the appointment of Ernst & Young LLP as the Independent Registered Public Accounting Firm for the Company for the year 2012:

| | |
|-------------------------|-------------|
| For | 252,758,829 |
| Against | 1,940,933 |
| Abstain | 292,999 |
| Broker Non-Votes | 0 |

The stockholders approved an amendment to the Company's Restated Certificate of Incorporation to implement the annual election of directors:

| | |
|-------------------------|-------------|
| For | 229,479,765 |
| Against | 578,318 |
| Abstain | 164,937 |
| Broker Non-Votes | 27,769,641 |

The stockholders approved the advisory resolution approving executive compensation:

| | |
|-------------------------|-------------|
| For | 175,906,303 |
| Against | 53,605,935 |
| Abstain | 710,882 |
| Broker Non-Votes | 27,769,641 |

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.

NEWELL RUBBERMAID INC.

Date: May 10, 2012

By: /s/ John K. Stipancich

John K. Stipancich
Senior Vice President, General

Counsel and Corporate Secretary