

GREATBATCH, INC.  
Form 8-K  
May 20, 2011

**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 17, 2011**

**GREATBATCH, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-16137**

**16-1531026**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**10000 Wehrle Drive,  
Clarence, New York**

**14031**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(716) 759-5600**

**Not Applicable**

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

The 2011 Annual Meeting of Stockholders of Greatbatch, Inc. was held on May 17, 2011. At the 2011 Annual Meeting, stockholders approved each of management's proposals which consisted of (i) the election of nine (9) directors, all of whom were then serving as directors of Greatbatch, Inc., for a term of one (1) year and until their successors are elected and qualified; (ii) the approval of the Greatbatch, Inc. 2011 Stock Incentive Plan; (iii) the ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Greatbatch, Inc. for fiscal year 2011; (iv) the approval, on an advisory basis, of the compensation of Greatbatch, Inc.'s named executive officers; and (v) the approval, on an advisory basis, of one year as the frequency of the advisory vote on the compensation of Greatbatch, Inc.'s named executive officers.

The following table reflects the tabulation of the votes with respect to each director who was elected at the 2011 Annual Meeting:

|                           | Votes For  | Authority<br>For Individual<br>Withheld | Broker<br>Non-Votes |
|---------------------------|------------|-----------------------------------------|---------------------|
| Pamela G. Bailey          | 19,760,062 | 336,926                                 | 1,143,828           |
| Michael Dinkins           | 19,760,062 | 336,926                                 | 1,143,828           |
| Thomas J. Hook            | 19,848,095 | 248,893                                 | 1,143,828           |
| Kevin C. Melia            | 19,750,068 | 346,920                                 | 1,143,828           |
| Dr. Joseph A. Miller, Jr. | 6,251,658  | 13,845,330                              | 1,143,828           |
| Bill R. Sanford           | 19,774,527 | 322,461                                 | 1,143,828           |
| Peter H. Soderberg        | 19,756,587 | 340,401                                 | 1,143,828           |
| William B. Summers, Jr.   | 19,757,697 | 339,291                                 | 1,143,828           |
| Dr. Helena S. Wisniewski  | 19,856,983 | 240,005                                 | 1,143,828           |

The following table reflects the tabulation of the votes with respect to the approval of the Greatbatch, Inc. 2011 Stock Incentive Plan:

|                 |            |
|-----------------|------------|
| FOR             | 15,310,797 |
| AGAINST         | 4,629,340  |
| ABSTAINED       | 156,851    |
| Broker NON-VOTE | 1,143,828  |

The following table reflects the tabulation of the votes with respect to the ratification of the appointment of Deloitte & Touche LLP as the independent registered public accounting firm of Greatbatch, Inc. for fiscal year 2011:

|           |            |
|-----------|------------|
| FOR       | 21,109,018 |
| AGAINST   | 114,029    |
| ABSTAINED | 17,769     |

The following table reflects the tabulation of the votes with respect to the approval, on an advisory basis, of the compensation of Greatbatch, Inc.'s named executive officers:

|                 |            |
|-----------------|------------|
| FOR             | 18,781,746 |
| AGAINST         | 1,000,461  |
| ABSTAINED       | 314,781    |
| Broker NON-VOTE | 1,143,828  |

The following table reflects the tabulation of the votes with respect to the approval, on an advisory basis, of the frequency of the advisory vote on the compensation of Greatbatch, Inc.'s named executive officers:

|                 |            |
|-----------------|------------|
| 1 YEAR          | 17,944,664 |
| 2 YEAR          | 15,298     |
| 3 YEAR          | 1,898,553  |
| ABSTAINED       | 238,473    |
| Broker NON-VOTE | 1,143,828  |

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, thereunto duly authorized.

Dated: May 20, 2011

GREATBATCH, INC.

By: /s/ Thomas J. Mazza  
Thomas J. Mazza  
Senior Vice President & Chief Financial  
Officer