

CIRCOR INTERNATIONAL INC

Form 8-K

May 06, 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 4, 2011

CIRCOR INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-14962
(Commission

File Number)

04-3477276
(IRS Employer

Identification No.)

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25 Corporate Drive, Suite 130

Burlington, Massachusetts
(Address of principal executive offices)

Registrant's telephone number, including area code: (781) 270-1200

01803-4238
(Zip Code)

N/A

(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 5, 2011, Circor International, Inc. (the Company) announced that Paul M. Coppinger, its Group President, Circor Energy Products, would be leaving the Company effective at the end of the day on May 13, 2011.

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

The Company held its 2011 Annual Meeting of Stockholders on May 4, 2011. The proposals before our stockholders and the results of voting on such proposals were as provided below.

(i) Election of Directors: the following persons were elected as Class III directors for three year terms, such terms to continue until the Annual Meeting of Stockholders to be held in 2014 and until each such director's successor is duly elected and qualified or until his earlier resignation or removal:

| | VOTES FOR | VOTES WITHHELD | VOTES ABSTAINED |
|--------------------|------------|----------------|-----------------|
| A. William Higgins | 10,201,154 | 5,480,953 | 890,420 |
| C. William Zadel | 8,762,774 | 6,919,333 | 890,420 |

(ii) Ratification of the selection by the Audit Committee of the Company's Board of Directors of Grant Thornton LLP as the Company's independent auditors for the fiscal year ending December 31, 2011. The voting results for this matter were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | VOTES NON-BROKER |
|------------|---------------|-----------------|------------------|
| 16,564,578 | 5,324 | 2,625 | 0 |

(iii) Approval of the advisory resolution regarding the compensation of the Company's Named Executive Officers. The voting results for this matter were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | VOTES NON-BROKER |
|------------|---------------|-----------------|------------------|
| 11,134,353 | 2,785,898 | 1,761,856 | 890,420 |

(iv) Approval of the frequency at which the Company should include an advisory vote regarding the compensation of the Company's Named Executive Officers. The voting results for this matter were as follows:

| EVERY 1 YEAR | EVERY 2 YEARS | EVERY 3 YEARS | VOTES ABSTAINED | VOTES NON-BROKER |
|--------------|---------------|---------------|-----------------|------------------|
| 12,369,364 | 1,289 | 1,579,551 | 1,731,903 | 890,420 |

Based on these results and consistent with a majority of votes cast with respect to this matter, the Company's Board of Directors has decided to include an advisory vote on the compensation of the Company's Named Executive Officers in the Company's proxy statement each year until the next advisory vote on the frequency of such votes.

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.

Date: May 6, 2011

CIRCOR INTERNATIONAL, INC.

/s/ Alan J. Glass

By: Alan J. Glass

Title: Vice President, General Counsel and Secretary