

SNAP-ON Inc
Form 8-K
April 27, 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): April 26, 2012

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-7724
(Commission
File Number)

39-0622040
(I.R.S. Employer
Identification No.)

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2801 80th Street, Kenosha, WI 53143

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (262) 656-5200

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 5.07 Submission of Matters to a Vote of Security Holders.

Snap-on Incorporated (the Company) held its 2012 Annual Meeting of Shareholders on April 26, 2012. The shareholders (i) elected three members of the Company's Board of Directors, whose terms were up for re-election, to serve until the Annual Meeting in the year 2015; (ii) ratified the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2012; (iii) approved the compensation of the Company's named executive officers, as disclosed in the Proxy Statement; and (iv) approved the non-binding shareholder proposal regarding declassification of the Company's Board of Directors. There were 58,265,299 outstanding shares that were eligible to vote as of February 27, 2012, the record date for the 2012 Annual Meeting.

The directors elected to the Company's Board for terms expiring at the Annual Meeting in the year 2015, as well as the number of votes cast for, against, abstentions and broker non-votes with respect to each of these individuals, are set forth below:

| Director | For | Against | Abstentions | Broker Non-Votes |
|-------------------|------------|---------|-------------|------------------|
| Karen L. Daniel | 46,434,877 | 730,139 | 1,375,686 | 3,853,086 |
| Nathan J. Jones | 47,787,971 | 687,785 | 64,945 | 3,853,086 |
| Henry W. Knueppel | 48,227,443 | 246,370 | 66,889 | 3,853,086 |

The terms of office for the following directors continue until the Annual Meeting in the year set forth below:

| Director | Term | Director | Term |
|------------------|------|---------------------|------|
| John F. Fielder | 2013 | Roxanne J. Decyk | 2014 |
| James P. Holden | 2013 | Nicholas T. Pinchuk | 2014 |
| W. Dudley Lehman | 2013 | Gregg M. Sherrill | 2014 |
| Edward H. Rensi | 2013 | | |

The proposal to ratify the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2012 received the following votes:

Votes for approval: 50,031,698 Votes against: 2,319,181 Abstentions: 42,909

The advisory vote to approve the compensation of the Company's named executive officers, as disclosed in Compensation Discussion and Analysis and Executive Compensation Information in the Proxy Statement, received the following votes:

Votes for approval: 46,738,536 Votes against: 1,705,236 Abstentions: 96,930
 Broker non-votes: 3,853,086

The advisory vote on the shareholder proposal regarding declassification of the Company's Board of Directors received the following votes:

Votes for approval: 41,195,558 Votes against: 5,513,545 Abstentions: 1,830,971
 Broker non-votes: 3,853,086

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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.

SNAP-ON INCORPORATED

Date: April 27, 2012

By: /s/ Irwin M. Shur
Irwin M. Shur
Vice President, General Counsel and Secretary