

LENNOX INTERNATIONAL INC  
Form 8-K  
May 16, 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 12, 2011**

**LENNOX INTERNATIONAL INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-15149**

(Commission File Number)

**42-0991521**

(IRS Employer  
Identification No.)

**2140 Lake Park Blvd.  
Richardson, Texas 75080**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(972) 497-5000**

**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 (*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))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) Retirement of Director James J. Byrne

On May 12, 2011, James J. Byrne, age 75, retired from the Board of Directors (the Board ) of Lennox International Inc. (the Company ). His retirement was in accordance with Company's mandatory retirement policy, as stated in its Corporate Governance Guidelines, which requires members of the Board to retire at the annual meeting of stockholders following their 75<sup>th</sup> birthday.

As a result of Mr. Byrne's retirement, the Board passed a resolution effective May 12, 2011, fixing the size of the Board at ten members.

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

On May 12, 2011, the Company held its Annual Meeting of Stockholders. During this meeting, our stockholders were asked to consider and vote upon four proposals: (1) the election of three Class I Directors to our Board of Directors to serve for a three-year term which expires at the annual meeting of stockholders in 2014, (2) the ratification of the appointment of KPMG LLP as our independent registered public accounting firm, (3) an advisory vote on the compensation of the named executive officers, and (4) an advisory vote on the frequency of the advisory vote on executive compensation.

On the record date of March 21, 2011, there were 53,319,689 shares of the Company's common stock issued and outstanding and entitled to be voted at the annual meeting. For each proposal, the results of the stockholder voting were as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>	
1. Election of director nominees to serve as Class I directors, for a term which expires at the annual meeting of stockholders in 2014					
Janet K. Cooper	35,823,016	2,283,675	15,168	7,665,788	
John W. Norris, III	36,084,303	2,023,776	13,780	7,665,788	
Paul W. Schmidt	36,256,756	1,850,184	14,919	7,665,788	
	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>		
2. Ratification of appointment of KPMG LLP as the Company's independent registered public accounting firm	45,654,291	119,327	14,029		
	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>	
3. Advisory vote on the compensation of the named executive officers	32,756,692	5,335,900	29,267	7,665,788	
	<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
4. Advisory vote on the frequency of the advisory vote	35,567,541	16,070	2,520,834	17,414	7,665,788

on executive  
compensation

In light of the voting results with respect to the frequency of shareholder votes on executive compensation, the Company has decided to hold an annual advisory vote on the compensation of named executive officers until the next vote on the frequency of shareholder votes on the compensation of executives. The Company is required to hold votes on frequency at least once every six years.

**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.

LENNOX INTERNATIONAL INC.

Date: May 16, 2011

By: /s/ Robert L. Villaseñor  
Name: Robert L. Villaseñor  
Title: Director, Securities Law and  
Assistant Secretary