

HALF ROBERT INTERNATIONAL INC /DE/
Form 8-K
May 25, 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 24, 2012

Robert Half International Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

01-10427
(Commission
File Number)

94-1648752
(IRS Employer
Identification No.)

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2884 Sand Hill Road, Menlo Park, CA
(Address of principal executive offices)

94025
(Zip Code)

Registrant's telephone number, including area code (650) 234-6000

NO CHANGE

(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))

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

On May 24, 2012, the registrant held its annual meeting of stockholders. The three matters presented to the stockholders at the annual meeting were (1) the election of six directors, (2) the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2012, and (3) an advisory vote to approve executive compensation.

The vote for directors was as follows:

| Nominee | Shares For | Shares withheld | Broker Non-Votes |
|------------------------|-------------|-----------------|------------------|
| Andrew S. Berwick, Jr | 109,935,930 | 6,569,217 | 12,595,217 |
| Harold M. Messmer, Jr. | 114,567,348 | 1,937,799 | 12,595,217 |
| Barbara J. Novogradac | 116,147,942 | 357,205 | 12,595,217 |
| Robert J. Pace | 115,938,465 | 566,682 | 12,595,217 |
| Frederick A. Richman | 110,345,305 | 6,159,842 | 12,595,217 |
| M. Keith Waddell | 107,044,715 | 9,460,432 | 12,595,217 |

The proposal regarding the ratification of the appointment of PricewaterhouseCoopers LLP as auditors for 2012 was approved by the following vote:

| | |
|---------|-------------|
| For | 128,423,805 |
| Against | 642,245 |
| Abstain | 34,314 |

Broker Non-Votes

The advisory resolution to approve executive compensation was approved by the following vote:

| | |
|------------------|------------|
| For | 96,273,008 |
| Against | 17,615,518 |
| Abstain | 2,616,621 |
| Broker Non-Votes | 12,595,217 |

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.

Robert Half International Inc.

Date: May 25, 2012

By: /s/ STEVEN KAREL
Name: **Steven Karel**
Title: **Executive Vice President and Secretary**