

MODINE MANUFACTURING CO
Form 8-K
July 22, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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):

July 21, 2011

Modine Manufacturing Company
Exact name of registrant as specified in its charter

| | | |
|---|------------------------|---------------------------------------|
| Wisconsin | 1-1373 | 39-0482000 |
| State or other jurisdiction of incorporation | Commission File Number | I.R.S. Employer Identification Number |

1500 DeKoven Avenue, Racine, Wisconsin
Address of principal executive offices

53403
Zip Code

Registrant's telephone number, including area code: (262) 636-1200

Check the appropriate 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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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INFORMATION TO BE INCLUDED IN THE REPORT

Item 5.07 Submission of Matters to a Vote of Security Holders

Election of Directors

On July 21, 2011, the shareholders of Modine Manufacturing Company voted to elect David J. Anderson, Larry O. Moore and Marsha C. Williams to serve as directors until the 2014 Annual Meeting of Shareholders and until their successors are duly elected and qualified. The results of the vote were as follows:

| Director | For | Against | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| David J. Anderson | 37,855,562 | 1,235,617 | 30,193 | 4,167,899 |
| Larry O. Moore | 38,419,512 | 673,340 | 28,520 | 4,167,899 |
| Marsha C. Williams | 34,837,219 | 4,251,468 | 32,685 | 4,167,899 |

Ratification of Directors

The shareholders ratified the appointment of Mary L. Petrovich and Dr. Suresh V. Garimella to the Board of Directors. The results of the vote were as follows:

| Director | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|---------|---------|------------------|
| Mary L. Petrovich | 38,760,366 | 327,520 | 33,486 | 4,167,899 |
| Suresh V. Garimella | 38,782,716 | 311,491 | 27,165 | 4,167,899 |

Ratification of Independent Registered Public Accounting Firm

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm. The results of the vote were as follows:

| For | Against | Abstain |
|------------|-----------|---------|
| 41,521,146 | 1,713,761 | 54,364 |

Amendment and Restatement of the 2008 Incentive Compensation Plan

The shareholders approved the amendment and restatement of the 2008 Incentive Compensation Plan. The results of the vote were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 28,343,582 | 10,359,387 | 418,403 | 4,167,899 |

Advisory Vote on Executive Compensation (Say on Pay)

The shareholders approved the advisory vote on executive compensation. The results of the vote were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 28,227,413 | 7,156,699 | 3,737,260 | 4,167,899 |

Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

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The shareholders approved one year as the frequency of shareholder votes on executive compensation. The results of the vote were as follows:

| One Year | Two Years | Three Years | Abstain |
|------------|-----------|-------------|-----------|
| 31,800,420 | 944,272 | 2,667,492 | 3,709,188 |

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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.

Modine Manufacturing Company

By: /s/ Thomas A. Burke
Thomas A. Burke
President and Chief Executive Officer

By: /s/ Margaret C. Kelsey
Margaret C. Kelsey
Vice President – Corporate Development,
General Counsel and Secretary

Date: July 22, 2011

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