

SIMPSON MANUFACTURING CO INC /CA/  
Form 8-K  
April 26, 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 25, 2012**

Simpson Manufacturing  
Co., Inc.  
(Exact name of registrant as  
specified in its charter)

Delaware  
(State or other jurisdiction of incorporation)

1-13429  
(Commission file number)

94-3196943  
(I.R.S. Employer Identification No.)

5956 W. Las Positas Blvd.,  
Pleasanton, CA 94588  
(Address of principal  
executive offices)

(Registrant's telephone number, including area code): **(925) 560-9000**

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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-2)

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 2.02 Results of Operations and Financial Condition.**

On April 26, 2012, Simpson Manufacturing Co., Inc. announced its first quarter 2012 results in a press release, a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by this reference.

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

The Annual Meeting of Stockholders (“Annual Meeting”) was held on April 25, 2011. The following nominees were elected as directors by the votes indicated:

Name	Total Votes for Each Director	Total Votes Withheld from Each Director	Broker Non-Votes	Term Expires*
Jennifer A. Chatman	25,947,341	10,417,022	9,348,604	2015
Robin G. MacGillivray	25,571,850	10,792,513	9,348,604	2015
Barclay Simpson	24,038,372	12,325,991	9,348,604	2015

\* The term expires on the date of the Annual Meeting in the year indicated.

The terms as directors of Thomas J Fitzmyers, Earl F. Cheit, Gary M. Cusumano, Peter N. Louras, Jr. and Barry Lawson Williams continued after the meeting.

The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for 2012 was adopted at the Annual Meeting by the votes indicated:

For	Against	Abstain	Broker Non-Votes
44,595,663	1,102,949	14,355	N/A

Our stockholders approved, in an advisory (non-binding) vote, the compensation of our Named Executive Officers. The result of the advisory (non-binding) vote on the compensation of our Named Executive Officers was as follows:

For	Against	Abstain	Broker Non-Votes
35,442,071	824,593	97,699	9,348,604

**Item 9.01 Financial Statement and Exhibits**

Exhibit Number Description

Exhibit 99.1 Press release dated April 26, 2012.

**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.

Simpson Manufacturing  
Co., Inc.  
(Registrant)

**DATE:** April 26, 2012 By: /s/ Brian J. Magstadt  
Brian J. Magstadt  
Chief Financial Officer