

WABASH NATIONAL CORP /DE  
Form 8-K  
May 17, 2013

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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 16, 2013

**WABASH NATIONAL CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware	1-10883	52-1375208
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

1000 Sagamore Parkway South	
Lafayette, Indiana	47905
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (765) 771-5310

(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:

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))

## INFORMATION TO BE INCLUDED IN THE REPORT

**Section 5 – Corporate Governance and Management****Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 16, 2013, the Company held its Annual Meeting at which three proposals were submitted to the Company's stockholders. As of March 28, 2013, the date of record for determining the Company stockholders entitled to vote on the proposals presented at the Annual Meeting, there were 68,472,018 shares of Company common stock issued and outstanding and entitled to vote at the Annual Meeting. The holders of 59,958,434 shares of the Company's issued and outstanding common stock were represented in person or by proxy at the Annual Meeting, constituting a quorum. The three proposals considered at the Annual Meeting are described in detail in the Company's Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 5, 2013. The final results for each proposal are set forth below.

## Proposal 1.

The Company's stockholders elected the following seven persons to the Company's Board of Directors to hold office for a term of one year or until their respective successors are elected and qualified or until their earlier death, resignation or removal:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Richard J. Giromini	52,514,857	463,172	53,733	6,926,672
Dr. Martin C. Jischke	52,293,846	683,940	53,976	6,926,672
James D. Kelly	51,696,945	1,282,473	52,344	6,926,672
John E. Kunz	52,503,358	473,557	54,847	6,926,672
Larry J. Magee	52,503,539	472,742	55,481	6,926,672
Ann D. Murtlow	52,838,128	141,559	52,075	6,926,672
Scott K. Sorensen	52,500,631	476,420	54,711	6,926,672

## Proposal 2.

The Company's stockholders approved in an advisory (non-binding) vote the compensation of the Company's named executive officers. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
50,375,724	2,443,705	212,333	6,926,672

Proposal 3.

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013. The votes regarding this proposal were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
58,353,190	1,549,697	55,547	0

**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.

**Wabash National  
Corporation**

Date: May 17, 2013 By: /s/ Mark J. Weber  
Mark J. Weber  
Senior Vice President and  
Chief Financial Officer