

NEWELL RUBBERMAID INC  
Form 8-K  
May 12, 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 10, 2011**

**NEWELL RUBBERMAID INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**1-9608**  
(Commission  
File Number)

**36-3514169**  
(IRS Employer  
Identification No.)

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**3 Glenlake Parkway**

**Atlanta, Georgia**  
(Address of Principal Executive Offices)

**30328**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (770) 418-7000**

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.**

The Company held its Annual Meeting of Stockholders on May 10, 2011. For more information on the proposals presented at the meeting, see the Proxy Statement, the relevant portions of which are incorporated herein by reference.

The stockholders elected each of the four nominees to the Board of Directors for a three-year term by a majority of the votes cast:

<b>Director</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
Kevin C. Conroy	230,624,223	2,871,619	278,191	20,247,148
Michael T. Cowhig	231,323,877	2,182,479	267,577	20,247,148
Mark D. Ketchum	231,293,256	2,267,253	213,524	20,247,148
Raymond G. Viault	213,116,219	20,390,359	267,455	20,247,148

The stockholders ratified the appointment of Ernst & Young LLP as the Independent Registered Public Accounting Firm for the Company for the year 2011:

<b>For</b>	251,031,604
<b>Against</b>	2,546,873
<b>Abstain</b>	442,703
<b>Broker Non-Votes</b>	0

The stockholders approved the compensation for the Company's named executive officers as presented in the Company's proxy statement on a non-binding, advisory basis:

<b>For</b>	205,633,752
<b>Against</b>	27,667,949
<b>Abstain</b>	472,331
<b>Broker Non-Votes</b>	20,247,148

The stockholders voted to have the Company hold a vote every year to approve the compensation for the Company's named executive officers on a non-binding, advisory basis:

<b>One Year</b>	214,001,162
<b>Two Years</b>	1,251,584
<b>Three Years</b>	17,877,049
<b>Abstain</b>	642,391
<b>Broker Non-Votes</b>	20,247,148

Based on these results, and consistent with the Company's recommendation, the Board has determined that the Company will hold an advisory vote on executive compensation every year.

The stockholders approved a shareholder proposal entitled "Proposal 5 - Elect Each Director Annually":

<b>For</b>	205,570,800
<b>Against</b>	27,687,355
<b>Abstain</b>	514,960
<b>Broker Non-Votes</b>	20,248,065

**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.

NEWELL RUBBERMAID INC.

Date: May 12, 2011

By: /s/ John K. Stipancich  
John K. Stipancich  
Senior Vice President, General  
Counsel and Corporate Secretary