

Rock-Tenn CO  
Form 8-K  
January 31, 2011

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): **January 28, 2011**

**Rock-Tenn Company**

(Exact name of registrant as specified in charter)

|   |                          |                                   |
|---|--------------------------|-----------------------------------|
| <b>Georgia</b>                                    | <b>001-12613</b>         | <b>62-0342590</b>                 |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**504 Thrasher Street, Norcross, Georgia 30071**  
(Address of principal executive offices) (Zip Code)

**(770) 448-2193**  
(Registrant's telephone number, including area code)

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))
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**Item 5.07. Submission of Matters to a vote of Security Holders****(a) Annual Meeting of Shareholders**

The Company held its annual meeting of shareholders on January 28, 2011 at which we submitted the following matters to a vote of our shareholders:

**(b) Election of Directors**

Votes cast for or withheld regarding four individuals nominated for election to serve on our board of directors for a term expiring in 2014 were as follows:

|                   | <u>For</u> | <u>Withheld</u> | <u>Broker Non- Vote</u> |
|-------------------|------------|-----------------|-------------------------|
| J. Powell Brown   | 18,798,127 | 10,347,933      | 4,116,645               |
| Robert M. Chapman | 28,671,233 | 474,827         | 4,116,645               |
| Russell M. Currey | 28,023,897 | 1,122,163       | 4,116,645               |
| G. Stephen Felker | 28,162,206 | 983,854         | 4,116,645               |

Additional directors, whose term of office as directors continued after the meeting, are as follows:

| Term expiring in 2012 | Term expiring in 2013        |
|-----------------------|------------------------------|
| James A. Rubright     | Robert B. Currey             |
| Bettina M. Whyte      | Lawrence L. Gellerstedt, III |
| James E. Young        | John W. Spiegel              |

**(c) Other Matters**

Votes cast for or against, as well as the number of abstentions and broker non-votes regarding each other matter voted upon at the meeting, were as follows:

|   | For        | Against   | Abstain   | Broker Non-<br>Vote |           |
|---|------------|-----------|-----------|---------------------|-----------|
| Ratify the Appointment of Ernst & Young LLP to<br>Serve as Independent Registered Public<br>Accounting Firm | 33,053,807 | 122,143   | 86,755    | 0                   |           |
| Advisory vote on executive compensation   | 27,645,564 | 1,242,767 | 257,729   | 4,116,645           |           |
|   |            |           |           | Broker<br>Non-Vote  |           |
|   | 1 year     | 2 years   | 3 years   | Abstain             | Non-Vote  |
| Advisory vote on the frequency of holding<br>future advisory votes on executive<br>compensation             | 21,063,690 | 699,076   | 5,026,839 | 281,528             | 6,191,572 |

**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.

ROCK-TENN COMPANY  
(Registrant)

Date: January 28, 2011 By: /s/ Steven C. Voorhees  
Steven C. Voorhees  
Executive Vice-President, Chief Financial Officer  
And Chief Administrative Officer (Principal Financial Officer)