

ROCKWELL AUTOMATION INC
Form 8-K
February 06, 2015

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): February 6, 2015 (February 3, 2015)

Rockwell Automation, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12383
(Commission
File Number)
1201 South Second Street

25-1797617
(IRS Employer
Identification No.)

Milwaukee, Wisconsin 53204

(Address of Principal Executive Offices) (Zip Code)

(414) 382-2000

(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))

INFORMATION TO BE INCLUDED IN THE REPORT
Item 5.07 Submission of Matters to a Vote of Security Holders.

- (a) The annual meeting of shareowners of the Company was held on February 3, 2015. The final results for each of the matters submitted to a vote of shareowners at the annual meeting are set forth below.
- (b) At the annual meeting, the shareowners:
- (i) voted to elect five directors of the Company. Four nominees for director were elected to a term expiring in 2018 and one nominee, Verne G. Istock, was elected for a term expiring in 2016. Each nominee was elected by a vote of the shareowners as follows:

| | <u>Affirmative</u> <u>Votes</u> | <u>Votes</u> <u>Withheld</u> | <u>Broker</u> <u>Nonvotes</u> |
|----------------------|------------------------------------|---------------------------------|----------------------------------|
| Betty C. Alewine | 92,920,530 | 1,512,410 | 16,329,961 |
| J. Phillip Holloman | 93,496,824 | 936,116 | 16,329,961 |
| Verne G. Istock | 92,441,217 | 1,991,723 | 16,329,961 |
| Lawrence D. Kingsley | 93,453,180 | 979,760 | 16,329,961 |
| Lisa A. Payne | 93,073,111 | 1,359,829 | 16,329,961 |

- (ii) voted on a proposal to approve the selection by the Audit Committee of the Company's Board of Directors of the firm of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year 2015. The proposal was approved by a vote of the shareowners as follows:

| | |
|-------------------|-------------|
| Affirmative votes | 109,231,657 |
| Negative votes | 1,132,058 |
| Abstentions | 399,186 |

- (iii) voted on a proposal to approve on an advisory basis the compensation of the Company's named executive officers as set forth in the Company's proxy statement for the February 3, 2015 annual meeting. The proposal was approved on an advisory basis by a vote of the shareowners as follows:

| | |
|-------------------|------------|
| Affirmative votes | 90,574,479 |
| Negative votes | 2,935,668 |
| Abstentions | 922,793 |
| Broker Nonvotes | 16,329,961 |

(iv) voted on a proposal to approve an amendment to our certificate of incorporation to provide for a majority vote standard in uncontested director elections. The proposal did not receive the requisite vote with a vote of the shareowners as follows:

| | |
|-------------------|------------|
| Affirmative votes | 92,586,463 |
| Negative votes | 1,266,931 |
| Abstentions | 579,546 |
| Broker Nonvotes | 16,329,961 |

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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.

ROCKWELL AUTOMATION, INC.
(Registrant)

By /s/ Douglas M. Hagerman
Douglas M. Hagerman
Senior Vice President, General Counsel
and Secretary

Date: February 6, 2015

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