

STANLEY BLACK & DECKER, INC.  
Form 8-K  
April 20, 2012

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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 17, 2012

Stanley Black & Decker, Inc.

(Exact name of registrant as specified in its charter)

Connecticut

1-5244

06-0548860

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 Stanley Drive, New Britain, Connecticut

06053

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(860) 225-5111

Not Applicable

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))

**Top of the Form****Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.****Amendment to Certificate of Incorporation**

As described in Item 5.07 of this Current Report, at the annual meeting of shareholders (the Annual Meeting ) of Stanley Black & Decker, Inc. (the Company ), our shareholders approved an amendment to the Company s Restated Certificate of Incorporation to declassify the Board of Directors (the Board ). This amendment became effective upon the filing of a Certificate of Amendment to the Restated Certificate of Incorporation (the Certificate of Amendment ) with the Secretary of the State of Connecticut on April 17, 2012. Accordingly, the terms of all existing directors will expire at the 2013 Annual Meeting and all nominees for director at that meeting and at each subsequent Annual Meeting will stand for election to one-year terms. The above summary is qualified in its entirety by reference to the Certificate of Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Amendment to Bylaws**

The Board approved an amendment of Section 1, Article III of the Company s Bylaws to reflect the declassification of the Board, which became effective as of the filing of the Certificate of Amendment with the Secretary of the State of Connecticut.

The above summary is qualified in its entirety by reference to the full text of the amended section, which is contained in the Amended and Restated Bylaws attached as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated by reference herein.

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

The Company s Annual Meeting was held on April 17, 2012.

(i) The following directors were elected at the meeting:

| <b>Nominee</b>           | <b>Votes for</b> | <b>Votes withheld</b> | <b>Broker non-votes</b> |
|--------------------------|------------------|-----------------------|-------------------------|
| Patrick D. Campbell      | 131,874,805      | 6,037,498             | 11,803,789              |
| Benjamin H. Griswold, IV | 131,315,545      | 6,596,757             | 11,803,789              |
| Eileen S. Kraus          | 127,557,300      | 10,355,003            | 11,803,789              |
| Robert L. Ryan           | 131,987,890      | 5,924,253             | 11,803,789              |

(ii) Our shareholders approved an amendment to the Restated Certificate of Incorporation to Declassify the Board of Directors by the following vote:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 135,596,546 | 1,525,222      | 790,534        | 11,803,789              |

(iii) The Company s 2012 Management Incentive Compensation Plan was approved by the following vote:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 130,014,073 | 7,010,598      | 887,631        | 11,803,789              |

(iv) Ernst & Young LLP was approved as the Company s independent auditors for the year 2012 by the following vote:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 142,687,856 | 6,754,239      | 273,996        |

(v) Our shareholders approved, on an advisory basis, the compensation of the Company's named executive officers by the following vote:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 128,310,078 | 8,632,363      | 968,991        | 11,803,789              |

**Item 9.01. Financial Statements and Exhibits**

- 3.1 Certificate of Amendment to the Restated Certificate of Incorporation of Stanley Black & Decker, Inc. dated as of April 17, 2012.
  - 3.2 Amended and Restated Bylaws of Stanley Black & Decker, Inc. dated as of April 17, 2012.
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**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.

Stanley Black & Decker, Inc.

*April 20, 2012*

By: */s/ Bruce H. Beatt*

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*Name: Bruce H. Beatt*

*Title: Senior Vice President, General Counsel and Secretary*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Certificate of Amendment to the Restated Certificate of Incorporation of Stanley Black & Decker, Inc. dated as of April 17, 2012. |
| 3.2                | Amended and Restated Bylaws of Stanley Black & Decker, Inc. dated as of April 17, 2012.   |