

KB HOME  
Form 8-K  
April 06, 2010

**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 1, 2010**

**KB HOME**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-9195**

(Commission File Number)

**95-3666267**

(IRS Employer Identification No.)

**10990 Wilshire Boulevard, Los Angeles, California**

(Address of Principal Executive Offices)

**90024**

(Zip Code)

Registrant's telephone number, including area code: **(310) 231-4000**

**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))

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

On April 1, 2010, KB Home (the “Company”) held its 2010 Annual Meeting of Stockholders. The final results for each of the matters submitted to a vote of security holders at the Annual Meeting are as follows:

|                                 | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------------------|------------|----------------|--------------------|-----------------------------|
| <b>1. Election of Directors</b> |            |                |                    |                             |
| Stephen F. Bollenbach           | 64,145,268 | 4,290,908      | 105,236            | 7,141,113                   |
| Timothy W. Finchem              | 64,091,777 | 4,343,789      | 105,846            | 7,141,113                   |
| Kenneth M. Jastrow, II          | 67,162,906 | 1,266,210      | 112,296            | 7,141,113                   |
| Robert L. Johnson               | 67,225,783 | 1,203,522      | 105,512            | 7,147,708                   |
| Melissa Lora                    | 67,351,976 | 1,083,770      | 105,666            | 7,141,113                   |
| Michael G. McCaffery            | 64,036,288 | 4,398,702      | 106,422            | 7,141,113                   |
| Jeffrey T. Mezger               | 67,336,438 | 1,101,317      | 103,657            | 7,141,113                   |
| Leslie Moonves                  | 64,299,132 | 4,137,097      | 105,183            | 7,141,113                   |
| Luis G. Nogales                 | 63,757,848 | 4,678,741      | 104,823            | 7,141,113                   |

Under the Company’s By-laws, each director was elected, having received more votes “for” than “against.”

**2. Ratification of appointment of Ernst & Young LLP as KB Home’s independent registered public accounting firm for the fiscal year ending November 30, 2010**

|            |         |        |
|------------|---------|--------|
| 74,874,142 | 771,512 | 36,871 |
|------------|---------|--------|

Under the Company’s By-laws, the appointment of Ernst & Young LLP was ratified, having received the affirmative vote of the majority of shares of the Company’s common stock present or represented, and entitled to vote on the matter, at the Annual Meeting.

**3. Approval of the KB Home 2010 Equity Incentive Plan**

|            |           |        |           |
|------------|-----------|--------|-----------|
| 64,022,496 | 4,447,097 | 71,819 | 7,141,113 |
|------------|-----------|--------|-----------|

Under the Company’s By-laws, the KB Home 2010 Equity Incentive Plan was approved, having received the affirmative vote of the majority of shares of the Company’s common stock present or represented, and entitled to vote on the matter, at the Annual Meeting. More than 50% of the outstanding shares of the Company’s common stock cast a vote on this matter.



|   | <b>For</b> | <b>Against</b> | <b>Abstentions</b> | <b>Broker<br/>Non-Votes</b> |
|---|------------|----------------|--------------------|-----------------------------|
| <b>4. Stockholder proposal relating to executive compensation</b> | 21,716,622 | 39,652,623     | 59,044             | 14,254,236                  |

Under the Company's By-laws, the proposal did not pass, having failed to receive the affirmative vote of the majority of shares of the Company's common stock present or represented, and entitled to vote on the matter, at the Annual Meeting.

|  |            |            |            |            |
|--|------------|------------|------------|------------|
| <b>5. Stockholder proposal relating to an advisory vote on the compensation committee's report and executive compensation policies and practices</b> | 25,100,206 | 26,131,333 | 10,196,750 | 14,254,236 |
|--|------------|------------|------------|------------|

Under the Company's By-laws, the proposal did not pass, having failed to receive the affirmative vote of the majority of shares of the Company's common stock present or represented, and entitled to vote on the matter, at the Annual Meeting.

|  |            |            |        |            |
|--|------------|------------|--------|------------|
| <b>6. Stockholder proposal relating to the engagement of stockholder proposal proponents</b> | 21,647,208 | 39,715,932 | 65,148 | 14,254,237 |
|--|------------|------------|--------|------------|

Under the Company's By-laws, the proposal did not pass, having failed to receive the affirmative vote of the majority of shares of the Company's common stock present or represented, and entitled to vote on the matter, at the Annual Meeting.

**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.

Date: April 6, 2010

KB Home

By: /s/ Wendy C. Shiba  
Wendy C. Shiba  
Executive Vice President, General Counsel and  
Secretary

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