

COOPER TIRE & RUBBER CO
Form 8-K
May 15, 2012

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): May 11, 2012

COOPER TIRE & RUBBER COMPANY

(Exact Name of Registrant as Specified in Charter)

Delaware	001-04329	344297750
(State or Other Jurisdiction of Incorporation)	(Commission (IRS Employer File Number) Identification No.)	

701 Lima Avenue, Findlay, Ohio
(Address of Principal Executive Offices)

45840
(Zip Code)

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Registrant's telephone number, including area code: (419)
423-1321

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.

Cooper Tire & Rubber Company (the “*Company*”) held its Annual Meeting of Stockholders on May 11, 2012 (the “*Annual Meeting*”). The following are the final voting results on proposals considered and voted upon by stockholders at the Annual Meeting, all of which are described in more detail in the Company’s definitive proxy statement for the Annual Meeting filed March 27, 2012.

1. The following individuals were elected to serve as directors for a term expiring at the next Annual Meeting of Stockholders in 2013. The voting results were as follows:

	VOTES		BROKER
NOMINEE	VOTES FOR	WITHHOLD	NON-VOTES
Steven M. Chapman	49,330,152	986,539	7,982,989
John J. Holland	49,034,063	1,282,628	7,982,989
John F. Meier	48,406,141	1,910,550	7,982,989
Cynthia A. Nickamp	49,290,460	1,026,231	7,982,989
John H. Shuey	48,668,542	1,648,149	7,982,989
Richard L. Wambold	48,948,623	1,368,068	7,982,989

2. Ernst & Young LLP was ratified as the Company's independent registered public accounting firm for the year ending December 31, 2012. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
56,641,137	1,498,204	160,339

3. The non-binding advisory resolution on the Company's executive compensation was approved. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
46,696,154	2,784,346	836,191	7,982,989

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.

**COOPER TIRE & RUBBER
COMPANY**

By: /s/ Jack Jay McCracken
Name: Jack Jay McCracken
Title: Assistant Secretary
Date: May 15, 2012