

COOPER TIRE & RUBBER CO
Form 8-K
May 13, 2013

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): May 10, 2013

Cooper Tire & Rubber Company

(Exact name of registrant as specified in its charter)

Delaware	001-04329	344297750
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
701 Lima Avenue, Findlay, Ohio		45840

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(Address of principal executive offices)

(Zip Code)

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 10, 2013 (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 26, 2013.

1. The following individuals were elected to serve as directors for a term expiring at the next Annual Meeting of Stockholders in 2014. The voting results were as follows:

NOMINEE	VOTES FOR	VOTES WITHHOLD	BROKER NON-VOTES
Roy V. Armes	46,665,580	2,187,076	7,528,334
Thomas P. Capo	47,937,262	915,394	7,528,334
Steven M. Chapman	48,117,622	735,034	7,528,334
John J. Holland	47,845,843	1,006,813	7,528,334
John F. Meier	47,948,904	903,752	7,528,334
Cynthia A. Niekamp	48,155,935	696,721	7,528,334
John H. Shuey	47,941,373	911,283	7,528,334
Richard L. Wambold	48,088,736	763,920	7,528,334
Robert D. Welding	47,902,102	950,554	7,528,334

2. Ernst & Young LLP was ratified as the Company's independent registered public accounting firm for the year ending December 31, 2013. The voting results were as follows:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
55,578,957	573,423	228,610

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
46,077,633	2,119,153	655,870	7,528,334

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: May 13, 2013 COOPER TIRE & RUBBER COMPANY

By: /s/ Jack Jay McCracken
 Jack Jay McCracken
 Assistant Secretary