

AMPHENOL CORP /DE/  
Form 8-K  
May 24, 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 22, 2013**

**AMPHENOL CORPORATION**

(Exact Name of Registrant as Specified in Charter)

Delaware

1-10879

22-2785165

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(State or Other Jurisdiction of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**358 Hall Avenue, Wallingford, Connecticut**  
(Address of Principal Executive Offices)

**06492**  
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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**

(a) The annual meeting of the stockholders of Amphenol Corporation (the Company) was held on May 22, 2013.

(b) The stockholders elected each of the Company's nominees for director; ratified the selection of Deloitte & Touche LLP as independent accountants of the Company; approved the advisory vote on compensation of named executive officers; and voted against a stockholder proposal for special shareowner meeting right. Voting of shares for each item is as follows:

A. Election of Directors:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
Stanley L. Clark	142,087,543	3,153,766	200,733	3,214,704
David P. Falck	144,789,297	499,818	152,927	3,214,704
Edward G. Jepsen	143,821,919	1,419,390	200,733	3,214,704
Andrew E. Lietz	141,213,435	4,076,490	152,117	3,214,704
Martin H. Loeffler	143,702,787	1,588,662	150,593	3,214,704
John R. Lord	141,712,829	3,528,507	200,706	3,214,704

B. Ratification of Deloitte & Touche LLP:

For	147,333,331
Against	1,175,940
Abstain	147,475
Non-Votes	

C. Advisory Vote on Compensation of Named Executive Officers:

For	140,612,234
Against	4,558,918
Abstain	270,634
Non-Votes	3,214,960

D. Stockholder Proposal for Special Shareowner Meeting Right:

For	66,813,123
Against	78,341,597

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Abstain  
Non-Votes

287,322  
3,214,704

**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.

AMPHENOL CORPORATION

By:        /s/ Diana G. Reardon  
              Diana G. Reardon  
              Executive Vice President  
              and Chief Financial Officer

Date: May 24, 2013