

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