

MDC HOLDINGS INC
Form 8-K
May 22, 2012

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 21, 2012

M.D.C. Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-8951
(Commission

file number)

84-0622967
(I.R.S. employer

identification no.)

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4350 South Monaco Street, Suite 500, Denver, Colorado 80237

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (303) 773-1100

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 May 21, 2012, M.D.C. Holdings, Inc. (the Company) held its 2012 annual meeting of shareholders. The final results for each of the matters submitted to a vote of shareholders at the annual meeting were as follows:

- (1) The following individuals were elected as Class III Directors of the Company to serve for three-year terms expiring in 2015:

| | For | Withheld | Broker Non-Votes |
|--------------------|------------|----------|------------------|
| Raymond T. Baker | 41,583,764 | 68,646 | 2,346,826 |
| David E. Blackford | 40,823,403 | 829,007 | 2,346,826 |

- (2) The Fourth Amendment to the M.D.C. Holdings, Inc. Amended Executive Officer Performance-Based Compensation Plan was approved:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 40,477,811 | 492,317 | 682,282 | 2,346,826 |

- (3) In a non-binding advisory vote, the compensation of the Company's named executive officers was approved:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 29,997,224 | 10,774,740 | 880,446 | 2,346,826 |

- (4) The selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the 2012 fiscal year was approved:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 43,595,189 | 400,930 | 3,117 | |

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

9.01(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Fourth Amendment to the M.D.C. Holdings, Inc. Amended Executive Officer Performance-Based Compensation Plan |

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 thereunto duly authorized.

M.D.C. HOLDINGS, INC.

Dated: May 22, 2012

By: /s/ Joseph H. Fretz
Joseph H. Fretz
Secretary and Corporate Counsel

Exhibit Index

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