

ANIXTER INTERNATIONAL INC  
Form 8-K  
May 12, 2010

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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 11, 2010

**Anixter International Inc.**

(Exact name of registrant as specified in its charter)

Delaware

001-10212

94-1658138

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2301 Patriot Blvd, Glenview , Illinois

60026

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

224-521-8000

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))

Top of the Form**Item 1.01. Entry into a Material Definitive Agreement.**

On May 11, 2010, the shareholders of Anixter International Inc. (the Company) approved the Company's 2010 Stock Incentive Plan. The description of the 2010 Stock Incentive Plan is incorporated by reference to pages 5 through 8 of the Company's Proxy Statement filed on April 8, 2010. A copy of the 2010 Stock incentive Plan is incorporated by reference to pages A-1 through A-3 of the Company's Proxy Statement filed on April 8, 2010.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders was held May 11, 2010. In connection with the meeting, proxies were solicited pursuant to the Securities and Exchange Act of 1934. The following are the voting results on proposals considered and voted upon at the meeting, all of which were described in the Company's 2010 Proxy Statement filed on April 8, 2010.

(1) The Directors of the Company were elected as follows:

	VOTES			BROKER NON-VOTES
	FOR	AGAINST	ABSTAINED	
Lord James Blyth	29,422,043	590,325	¾	1,638,607
Frederic F. Brace	29,646,035	366,333	¾	1,638,607
Linda Walker Bynoe	29,240,409	771,959	¾	1,638,607
Robert J. Eck	29,525,651	486,717	¾	1,638,607
Robert W. Grubbs, Jr.	29,479,061	533,307	¾	1,638,607
F. Philip Handy	29,478,803	533,565	¾	1,638,607
Melvyn N. Klein	29,461,366	551,002	¾	1,638,607
George Muñoz	29,653,496	358,872	¾	1,638,607
Stuart M. Sloan	29,479,054	533,314	¾	1,638,607
Matthew Zell	29,645,526	366,842	¾	1,638,607
Samuel Zell	28,483,673	1,528,695	¾	1,638,607

(2) The Company's 2010 Stock Incentive Plan was approved by a vote of 26,986,325 shares for and 2,901,364 shares against with 124,679 shares abstaining. There were 1,638,607 broker non-votes for the 2010 Stock Incentive Plan.

(3) The Company's ratification of Ernst & Young LLP as the Company's independent auditors for the fiscal year 2010 was approved by a vote of 31,458,082 shares for and 96,409 shares against with 96,484 shares abstaining.

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**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.

Anixter International Inc.

*May 12, 2010*

By: *Dennis J. Letham*

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*Name: Dennis J. Letham*

*Title: Executive Vice President - Finance and Chief Financial Officer*