

ARBITRON INC  
Form 8-K  
May 24, 2012

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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 22, 2012

Arbitron Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-1969

52-0278528

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

9705 Patuxent Woods Drive, Columbia,  
Maryland

21046

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

410-312-8000

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))



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On May 22, 2012, Arbitron Inc. (the Company) held its 2012 Annual Meeting of Stockholders. The certified results of the matters voted upon at the meeting, which are more fully described in the Company's proxy statement, are as follows:

1. Election of Directors. In an uncontested election, each of the following nominees was elected to the Board of Directors for a one-year term expiring in 2013. The following table reflects the voting results for each nominee:

	<b>For</b>	<b>Withheld</b>
Shellye L. Archambeau	24,255,649	606,633
David W. Devonshire	24,141,950	720,332
John A. Dimling	24,257,164	605,118
Erica Farber	24,261,883	600,399
Ronald Garriques	24,721,494	140,788
Philip Guarascio	24,194,834	667,448
William T. Kerr	24,073,758	778,524
Larry E. Kittelberger	24,200,870	661,412
Luis G. Nogales	24,200,514	661,768
Richard A. Post	24,198,330	663,952

2. Advisory Approval of Executive Compensation. The stockholders approved, on an advisory (non-binding) basis, the Company's executive compensation. The votes regarding this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
24,157,216	467,088	237,978	753,608

3. Auditor Ratification. The appointment of KPMG LLP as the Company's independent registered public accounting firm for 2012 was ratified by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
25,384,297	209,996	21,597

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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.

Arbitron Inc.

May 24, 2012

By: *Timothy T. Smith*

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*Name: Timothy T. Smith  
Title: Executive Vice President, Business Development and  
Strategy, Chief Legal Officer, and Secretary*