

SNAP-ON Inc
Form 8-K
April 25, 2014

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): April 24, 2014

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-7724
(Commission

File Number)

39-0622040
(I.R.S. Employer

Identification No.)

2801 80th Street, Kenosha, Wisconsin 53143-5656

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (262) 656-5200

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.

Snap-on Incorporated (the Company) held its 2014 Annual Meeting of Shareholders on April 24, 2014. The Company's shareholders: (i) elected three members of the Company's Board of Directors, who were up for re-election, to each serve a one-year term ending at the 2015 Annual Meeting; (ii) ratified the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014; and (iii) approved the compensation of the Company's named executive officers, as disclosed in the proxy statement for the 2014 Annual Meeting (the 2014 Proxy Statement). There were 58,304,134 outstanding shares of the Company's common stock that were eligible to vote as of February 24, 2014, the record date for the 2014 Annual Meeting.

The directors elected to the Company's Board for terms expiring at the 2015 Annual Meeting and the number of votes cast for and against, as well as abstentions and broker non-votes with respect to, each of these individuals are set forth below:

| Director | For | Against | Abstentions | Broker Non-Votes |
|---------------------|------------|-----------|-------------|------------------|
| Roxanne J. Decyk | 45,283,428 | 1,806,661 | 209,813 | 4,787,754 |
| Nicholas T. Pinchuk | 44,962,772 | 2,126,544 | 210,586 | 4,787,754 |
| Gregg M. Sherrill | 46,970,388 | 106,819 | 222,696 | 4,787,754 |

The terms of office for the following directors continue until the Annual Meeting in the year set forth below:

| Director | Term | Director | Term |
|-------------------|------|------------------|------|
| Karen L. Daniel | 2015 | John F. Fiedler | 2016 |
| Nathan J. Jones | 2015 | James P. Holden | 2016 |
| Henry W. Knueppel | 2015 | W. Dudley Lehman | 2016 |

The proposal to ratify the Audit Committee's selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2014 received the following votes:

| | | | | | |
|---------------------|------------|----------------|-----------|--------------|---------|
| Votes for approval: | 49,422,028 | Votes against: | 2,450,325 | Abstentions: | 215,220 |
| Broker non-votes: | 0 | | | | |

The advisory vote to approve the compensation of the Company's named executive officers, as disclosed in Compensation Discussion and Analysis and Executive Compensation Information in the 2014 Proxy Statement, received the following votes:

| | | | | | |
|---------------------|------------|----------------|---------|--------------|---------|
| Votes for approval: | 46,454,561 | Votes against: | 554,619 | Abstentions: | 290,643 |
| Broker non-votes: | 4,787,834 | | | | |

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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.

SNAP-ON INCORPORATED

Date: April 25, 2014

By: /s/ Irwin M. Shur

Irwin M. Shur

Vice President, General Counsel and Secretary