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Rexnord Corp
Form 8-K
August 05, 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): August 1, 2013

REXNORD CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--------------------------------------|---------------------------------------|--|
| Delaware (State of Incorporation) | 001-35475 (Commission File Number) | 20-5197013 (I.R.S. Employer Identification No.) |
|--------------------------------------|---------------------------------------|--|

| | |
|---|-------------------------|
| 4701 West Greenfield Avenue, Milwaukee, Wisconsin (Address of Principal Executive Offices) | 53214 (Zip Code) |
|---|-------------------------|

(414) 643-3739
(Registrant's telephone number, including area code)

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.

Rexnord Corporation (the "Company") held its fiscal 2014 Annual Meeting of Stockholders on August 1, 2013. The stockholders (i) elected three directors of the Company's Board of Directors to serve for three-year terms expiring in fiscal 2017; and (ii) ratified the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2014. There were 97,253,058 outstanding shares eligible to vote as of June 3, 2013, the record date for the fiscal 2014 Annual Meeting.

The directors elected to the Company's Board for terms expiring at the Annual Meeting in fiscal 2017, as well as the number of votes cast for, votes withheld and broker non-votes with respect to each of these individuals, are set forth below:

| Director | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| Mark S. Bartlett | 92,617,682 | 2,143,870 | 719,057 |
| Damian J. Giangiaco | 70,553,851 | 24,207,701 | 719,057 |
| Steven Martinez | 80,773,605 | 13,987,947 | 719,057 |

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

| Director | Term | Director | Term |
|-------------------|------|-----------------------|------|
| Todd A. Adams | 2016 | Thomas D. Christopoul | 2015 |
| Laurence M. Berg | 2016 | Peter P. Copses | 2015 |
| George M. Sherman | 2016 | John S. Stroup | 2015 |

The proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2014 received the following votes:

| | |
|---------------------|------------|
| Votes for approval: | 95,299,598 |
| Votes against: | 86,885 |
| Abstentions: | 94,126 |
| Broker Non-Votes: | — |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, Rexnord Corporation has caused this report to be signed on its behalf by the undersigned thereunto authorized this 5th day of August, 2013.

REXNORD CORPORATION

BY: /S/ Patricia M. Whaley
 Patricia M. Whaley
 Vice President, General Counsel and Secretary