

STEPAN CO  
Form 8-K  
May 06, 2011

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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): 05/03/2011**

**STEPAN COMPANY**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-4462**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**36-1823834**  
(IRS Employer  
Identification No.)

**Edens and Winnetka Road, Northfield, Illinois 60093**  
(Address of principal executive offices, including zip code)

**(847)446-7500**  
(Registrant's telephone number, including area code)

(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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**Item 2.02. Results of Operations and Financial Condition**

On May 3, 2011, Stepan Company ("Stepan") issued a press release providing its financial results for the first quarter ended March 31, 2011. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

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

Stepan held its Annual Meeting of Stockholders on May 3, 2011 (the "Annual Meeting"). At the Annual Meeting, there were 10,176,339 shares represented to vote either in person or by proxy, or 94.6% of the outstanding shares, which represented a quorum. Stockholders voted on the following matters at the Annual Meeting: (i) election of two nominees to serve as directors until the annual meeting of stockholders to be held in the year 2014; (ii) approval of the Stepan Company 2011 Incentive Compensation Plan; (iii) approval of the compensation paid to Stepan's named executive officers; (iv) consider the frequency of future stockholder advisory votes on the compensation paid to Stepan's named executive officers; and (v) ratification of the appointment of Deloitte & Touche LLP ("Deloitte") as the independent registered public accounting firm for Stepan for 2011.

Set forth below are the matters acted upon at the Annual Meeting and the final voting results on each such matter as reported by our inspector of elections.

**Proposal 1: Election of Directors**

| NAME                 | FOR       | WITHHELD | BROKER NON-VOTES |
|----------------------|-----------|----------|------------------|
| Joaquin Delgado      | 9,097,146 | 125,743  | 953,449          |
| F. Quinn Stepan, Jr. | 9,116,544 | 106,345  | 953,449          |

**Proposal 2: Approval of Stepan Company 2011 Incentive Compensation Plan**

| FOR       | AGAINST   | ABSTAIN | BROKER NON-VOTES |
|-----------|-----------|---------|------------------|
| 7,018,197 | 2,138,797 | 65,895  | 953,449          |

**Proposal 3: Approval of Compensation Paid to Stepan's Named Executive Officers**

| FOR       | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-----------|---------|---------|------------------|
| 9,044,130 | 103,371 | 75,387  | 953,449          |

**Proposal 4: Consider the Frequency of Future Stockholder Advisory Votes on the Compensation Paid to Stepan's Named Executive Officers**

| 1 YEAR    | 2 YEARS | 3 YEARS | ABSTAIN | BROKER NON-VOTES |
|-----------|---------|---------|---------|------------------|
| 8,297,506 | 49,906  | 660,905 | 214,571 | 953,449          |

**Proposal 5: Ratification of Appointment of Deloitte as the Independent Registered Public Accounting Firm for Fiscal Year 2011**

| FOR       | AGAINST | ABSTAIN | BROKER NON-VOTES |
|-----------|---------|---------|------------------|
| 9,881,313 | 145,218 | 149,807 | 0                |

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number: 99.1

Description: Press Release of Stepan Company dated May 3, 2011

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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.

STEPAN COMPANY

Date: May 06, 2011

By: /s/ Kathleen Sherlock

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Kathleen Sherlock  
Assistant Secretary

**EXHIBIT INDEX**

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                         |
|---------------------------|---|
| EX-99.1                   | Press Release of Stepan Company dated May 3, 2011 |