

INGRAM MICRO INC  
Form 8-K  
June 06, 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): June 5, 2013**

**Ingram Micro Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
  
of Incorporation)

**1-12203**  
(Commission  
  
File Number)

**62-1644402**  
(I.R.S. Employer  
  
Identification No.)

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**1600 E. St. Andrew Place, Santa Ana, CA 92705**

**(Address of Principal Executive Offices and Zip Code)**

**(714) 566-1000**

**(Registrant's Telephone Number, including Area Code)**

**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))

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Board of Directors of Ingram Micro Inc. (the Company) previously approved, subject to shareholder approval, the adoption of the First Amendment (the First Amendment) to the Ingram Micro Inc. 2011 Incentive Plan (the Plan), under which equity awards may be issued to employees and directors. The First Amendment amends the Plan to increase the aggregate number of shares of our common stock that may be issued or delivered pursuant to awards granted under the Plan by an additional 12,000,000 shares, from 25,234,000 shares to a total of 37,234,000 shares. At the Annual Meeting of Shareholders on June 5, 2013 (the 2013 Annual Meeting), the Company's shareholders approved the adoption of the First Amendment.

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

At the 2013 Annual Meeting, the shareholders of the Company approved the following proposals, in each case consistent with the recommendation of the Board of Directors of the Company. For more information on the following proposals considered at the 2013 Annual Meeting, see the Company's proxy statement filed with the Securities and Exchange Commission on April 23, 2013, the relevant portions of which are incorporated herein by this reference.

1. The Company's shareholders elected each of the eleven nominees to the Board of Directors for a one-year term by a majority of the votes cast:

| Director Nominee     | For         | For<br>(% of<br>voted) | Against    | Against<br>(% of<br>voted) | Abstain   | Abstain<br>(% of<br>voted) | Broker<br>Non-Votes |
|----------------------|-------------|------------------------|------------|----------------------------|-----------|----------------------------|---------------------|
| Howard I. Atkins     | 104,414,650 | 75.17%                 | 28,425,855 | 20.46%                     | 6,072,417 | 4.37%                      | 5,479,820           |
| Leslie Stone Heisz   | 130,046,705 | 93.62%                 | 2,793,530  | 2.01%                      | 6,072,687 | 4.37%                      | 5,479,820           |
| John R. Ingram       | 104,092,218 | 74.93%                 | 28,748,428 | 20.70%                     | 6,072,276 | 4.37%                      | 5,479,820           |
| Orrin H. Ingram II   | 104,213,023 | 75.02%                 | 28,627,693 | 20.61%                     | 6,072,206 | 4.37%                      | 5,479,820           |
| Dale R. Laurance     | 129,875,925 | 93.50%                 | 2,965,785  | 2.13%                      | 6,071,212 | 4.37%                      | 5,479,820           |
| Linda Fayne Levinson | 93,722,396  | 67.47%                 | 39,117,672 | 28.16%                     | 6,072,854 | 4.37%                      | 5,479,820           |
| Scott A. McGregor    | 129,922,361 | 93.53%                 | 2,916,294  | 2.10%                      | 6,074,267 | 4.37%                      | 5,479,820           |
| Alain Monié          | 129,941,659 | 93.54%                 | 2,898,927  | 2.09%                      | 6,072,336 | 4.37%                      | 5,479,820           |
| Paul Read            | 129,584,741 | 93.29%                 | 3,253,489  | 2.34%                      | 6,074,692 | 4.37%                      | 5,479,820           |
| Michael T. Smith     | 129,673,748 | 93.35%                 | 3,164,932  | 2.28%                      | 6,074,242 | 4.37%                      | 5,479,820           |
| Joe B. Wyatt         | 129,808,315 | 93.44%                 | 3,026,242  | 2.18%                      | 6,078,365 | 4.38%                      | 5,479,820           |

2. The Company's shareholders voted for advisory approval of the compensation of the Company's named executive officers.

|                  | Number of Votes | Percent of Voted |
|------------------|-----------------|------------------|
| For              | 107,518,047     | 77.40%           |
| Against          | 30,480,846      | 21.94%           |
| Abstain          | 914,029         | 0.66%            |
| Broker Non-Votes | 5,479,820       | N/A              |

3. The Company's shareholders approved the First Amendment to the 2011 Incentive Plan.

|         | Number of Votes | Percent of Voted |
|---------|-----------------|------------------|
| For     | 104,886,700     | 75.50%           |
| Against | 33,823,634      | 24.35%           |

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|                  |           |       |
|------------------|-----------|-------|
| Abstain          | 202,588   | 0.15% |
| Broker Non-Votes | 5,479,820 | N/A   |

4. The Company's shareholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the current fiscal year:

|                  | Number of Votes | Percent of Voted |
|------------------|-----------------|------------------|
| For              | 143,884,752     | 99.65%           |
| Against          | 482,252         | 0.33%            |
| Abstain          | 25,738          | 0.02%            |
| Broker Non-Votes | N/A             | N/A              |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is filed herewith.

| Exhibit<br>Number | Description  |
|-------------------|--|
| 10.1              | First Amendment to the Ingram Micro Inc. 2011 Incentive Plan |

**SIGNATURE**

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.

**INGRAM MICRO INC.**

Date: June 6, 2013

By: /s/ Larry C. Boyd  
Name: Larry C. Boyd  
Title: Executive Vice President,

Secretary and General Counsel

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 10.1                      | First Amendment to the Ingram Micro Inc. 2011 Incentive Plan |