

BELDEN INC.
Form 8-K
May 29, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 28, 2014

Belden Inc.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware
(State or other jurisdiction

of incorporation)

001-12561
(Commission File Number)

1 North Brentwood Boulevard, 15th Floor

36-3601505
(IRS Employer

Identification No.)

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St. Louis, Missouri 63105

(Address of Principal Executive Offices, including Zip Code)

(314) 854-8000

(Registrant's telephone number, including area code)

n/a

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if this 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Effective May 28, 2014, the Board of Directors (the Board) of Belden Inc. (the Company) amended Section 2 of Article III of the Company s Third Amended and Restated Bylaws to provide for a board of nine members. The revised language of Article III, Section 2 is included in Exhibit 3.1 hereof.

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

On May 28, 2014, the Company held its regular Annual Meeting of Stockholders. The stockholders considered three proposals. The results of the voting were as follows:

Proposal 1: Election of Nine Directors for a One-Year Term.

| | Shares Voted For | Shares Withheld |
|--------------------|------------------|-----------------|
| David Aldrich | 40,106,234 | 470,552 |
| Lance C. Balk | 39,498,879 | 1,077,907 |
| Steven W. Berglund | 40,448,501 | 128,285 |
| Judy L. Brown | 39,884,217 | 692,569 |
| Bryan C. Cressey | 39,417,582 | 1,159,204 |
| Glenn Kalnasy | 39,535,887 | 1,040,899 |
| George Minnich | 39,868,634 | 708,152 |
| John M. Monter | 39,939,996 | 636,790 |
| John S. Stroup | 39,862,109 | 714,677 |

Proposal 2: Ratification of Ernst & Young as Independent Registered Public Accountant.

| For | Against | Abstain |
|------------|-----------|---------|
| 40,612,097 | 1,426,647 | 45,216 |

Proposal 3: Advisory Vote on Executive Compensation.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 40,366,250 | 109,371 | 101,165 | 1,507,174 |

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

3.1 Amendment to Third Amended and Restated Bylaws of Belden Inc.

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.

BELDEN INC.

Date: May 29, 2014

By: /s/ Kevin L. Bloomfield
Kevin L. Bloomfield

Senior Vice President, Secretary and

General Counsel