

DARLING INTERNATIONAL INC  
Form 8-K  
May 11, 2012

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 8, 2012

DARLING INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-13323  
(Commission  
File Number)

36-2495346  
(IRS Employer  
Identification No.)

251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS  
(Address of Principal Executive Offices)

75038  
(Zip Code)

Registrant's telephone number, including area code:

(972) 717-0300

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 (see General Instruction A.2. below):

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

At the annual meeting of stockholders held on May 8, 2012, the stockholders elected the Company's Board of Directors and voted upon three Board proposals contained within the Company's Proxy Statement dated March 28, 2012.

The Board nominees were elected with the following vote:

| Nominee            | For         | Against   | Abstentions | Broker Non Votes |
|--------------------|-------------|-----------|-------------|------------------|
| Randall C. Stuewe  | 101,007,955 | 2,238,160 | 50,341      | 8,102,066        |
| O. Thomas Albrecht | 100,649,480 | 2,624,022 | 22,954      | 8,102,066        |
| D. Eugene Ewing    | 101,256,834 | 1,989,291 | 50,331      | 8,102,066        |
| Charles Macaluso   | 102,219,653 | 1,052,498 | 24,305      | 8,102,066        |
| John D. March      | 101,480,684 | 1,791,427 | 24,345      | 8,102,066        |
| Michael Rescoe     | 101,267,739 | 1,979,417 | 49,300      | 8,102,066        |
| Michael Urbut      | 102,234,325 | 1,037,936 | 24,195      | 8,102,066        |

The stockholders voted on the following proposals and cast their votes as described below:

Board proposal to ratify the selection of KPMG LLP, independent registered public accounting firm, as the Company's independent registered public accountant for the fiscal year ending December 29, 2012:

| For         | Against   | Abstentions | Broker Non Votes |
|-------------|-----------|-------------|------------------|
| 109,294,398 | 1,087,364 | 1,016,760   | —                |

Board proposal to approve, on an advisory basis, the Company's executive compensation:

| For        | Against   | Abstentions | Broker Non Votes |
|------------|-----------|-------------|------------------|
| 95,855,447 | 3,711,454 | 3,729,555   | 8,102,066        |

Board proposal to approve the Company's 2012 Omnibus Incentive Plan:

| For        | Against   | Abstentions | Broker Non Votes |
|------------|-----------|-------------|------------------|
| 94,133,458 | 5,457,656 | 3,705,342   | 8,102,066        |

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.

DARLING INTERNATIONAL INC.

Date: May 11, 2012

By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and  
General Counsel