

GORMAN RUPP CO
Form 8-K
April 30, 2012

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): April 26, 2012

THE GORMAN-RUPP COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-6747
(Commission
File Number)

34-0253990
(IRS Employer
Identification No.)

Edgar Filing: GORMAN RUPP CO - Form 8-K

600 South Airport Road, Mansfield, Ohio

(Address of principal executive offices)

Registrant's telephone number, including area code: (419) 755-1011

44903

(Zip 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))

Item 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On April 26, 2012, The Gorman-Rupp Company issued a news release announcing its financial results for the first quarter ended March 31, 2012 and a declaration of a cash dividend in the amount of \$0.10 per share on its Common Shares payable June 8, 2012 to shareholders of record May 15, 2012. This news release is included as Exhibit 99 and is being furnished, not filed, with the Current Report on Form 8-K.

5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

The annual meeting of the shareholders of the Company was held on April 26, 2012 in Mansfield, Ohio (Annual Meeting). As of the record date, there were a total of 20,990,893 shares of Common Stock outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 18,206,875 shares of Common Stock were represented in person or by proxy and a quorum was present. Set forth below are the matters acted upon by the Company's shareholders at the Annual Meeting and the final voting results on each such matter.

1. Fix the number of Directors of the Company at eight and elect eight Directors to hold office until the next annual meeting of shareholders and until their successors are elected and qualified. The voting results were as follows:

| | For | Withheld | Broker Non-Votes |
|---------------------|------------|----------|------------------|
| James C. Gorman | 15,620,495 | 118,224 | 2,468,156 |
| Jeffrey S. Gorman | 15,628,408 | 110,311 | 2,468,156 |
| M. Ann Harlan | 15,537,599 | 201,120 | 2,468,156 |
| Thomas E. Hoaglin | 15,591,641 | 147,078 | 2,468,156 |
| Christopher H. Lake | 15,494,380 | 244,339 | 2,468,156 |
| Dr. Peter B. Lake | 15,588,007 | 150,712 | 2,468,156 |
| Rick R. Taylor | 15,641,838 | 96,881 | 2,468,156 |
| W. Wayne Walston | 15,526,015 | 212,704 | 2,468,156 |

2. Approve, on an advisory basis, the compensation of the Company's named Executive Officers. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 13,574,362 | 235,275 | 1,929,082 | 2,468,156 |

3. Ratify the appointment by the Audit Review Committee of the Board of Directors of Ernst & Young LLP as independent registered public accountants for the Company during the year ending December 31, 2012. The voting results were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 18,022,595 | 152,875 | 31,405 |

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

Exhibit

(99) News Release dated April 26, 2012

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.

THE GORMAN-RUPP COMPANY

By /s/ David P. Emmens
David P. Emmens
Corporate Counsel and Secretary

April 30, 2012

EXHIBIT INDEX

| Exhibit | Page |
|--|------|
| (99) News Release dated April 26, 2012 | 1 |