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Mueller Water Products, Inc.
Form 8-K
January 25, 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): January 25, 2012

MUELLER WATER PRODUCTS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

0001-32892

20-3547095

(State or Other Jurisdiction of
Incorporation or Organization)

(Commission File Number)

(I.R.S. Employer Identification
Number)

1200 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
(Address of Principal Executive Offices)

(770) 206-4200

(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On January 25, 2012, the board of directors of Mueller Water Products, Inc. (the “Company”) approved an amendment, effective immediately, to each of section 3.02 of the Company's amended and restated bylaws (the “Bylaws”) and section 5.2 of the Company's second restated certificate of incorporation (the “Certificate”) to reduce the maximum number of directors who may serve at any one time from 12 to 11.

Copies of the Bylaws and the Certificate, including the amendments approved by the board of directors on January 25, 2012, are included as exhibits 3.1 and 3.2, respectively, and are incorporated by reference herein.

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

The Company held its annual meeting of stockholders on January 25, 2012. The stockholders of the Company voted on the following four items:

- 1 The election of 11 directors to terms ending in 2013.
- 2 Executive compensation (on an advisory basis).
- 3 Amendments to the Amended and Restated 2006 Stock Incentive Plan.
- 4 Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2012.

The final voting results were as follows:

| | Number of shares outstanding at the record date | Total shares present in person or by proxy |
|--------------|-------------------------------------------------------|--------------------------------------------------|
| common stock | 155,801,883 | 134,882,802 |

Proposal 1. Each of the directors listed below was re-elected as a director of the Company. The nominees for director were elected based on the following votes.

| Director | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|-------------|----------------|------------------|
| Totals | | | 29,029,904 |
| Howard L. Clark, Jr. | 104,824,538 | 1,028,360 | |
| Shirley C. Franklin | 105,074,218 | 778,680 | |
| Thomas J. Hansen | 105,003,587 | 849,311 | |
| Gregory E. Hyland | 103,804,583 | 2,048,315 | |
| Jerry W. Kolb | 99,153,587 | 6,699,311 | |
| Joseph B. Leonard | 104,161,875 | 1,691,023 | |
| Mark J. O'Brien | 104,230,845 | 1,622,053 | |
| Bernard G. Rethore | 99,100,390 | 6,752,508 | |
| Neil A. Springer | 99,187,253 | 6,665,645 | |
| Lydia W. Thomas | 105,028,934 | 823,964 | |
| Michael T. Tokarz | 98,451,758 | 7,401,140 | |

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Proposal 2. The proposal to approve, on an advisory basis, the executive compensation of the Company's named executive officers, as disclosed in the proxy statement dated December 14, 2011, received the following votes.

| | |
|--------------------------------------------------|-------------|
| Votes for approval | 102,350,680 |
| Votes for approval as a percentage of votes cast | 75.88% |
| Votes against approval | 2,970,837 |
| Abstentions | 531,381 |
| Broker Non-Votes | 29,029,904 |

Proposal 3. The proposal to approve amendments to the Amended and Restated 2006 Stock Incentive Plan received the following votes.

| | |
|--------------------------------------------------|-------------|
| Votes for approval | 101,197,303 |
| Votes for approval as a percentage of votes cast | 75.03% |
| Votes against approval | 4,420,281 |
| Abstentions | 235,314 |
| Broker Non-Votes | 29,029,904 |

Proposal 4. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2012 received the following votes.

| | |
|--------------------------------------------------|-------------|
| Votes for approval | 134,031,876 |
| Votes for approval as a percentage of votes cast | 99.37% |
| Votes against approval | 497,370 |
| Abstentions | 353,556 |

Item 9.01. Exhibit
(d) Exhibits.

- 3.1 Amended and restated bylaws
- 3.2 Second restated certificate of incorporation

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.

Dated: January 25, 2012

MUELLER WATER PRODUCTS, INC.

By: /s/ Evan L. Hart
Evan L. Hart
Senior Vice President and Chief Financial Officer