

AEROFLEX HOLDING CORP.

Form 8-K

November 14, 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): **November 14, 2012**

AEROFLEX HOLDING CORP.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-34974 | 01-0899019 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

35 South Service Road, P.O. Box 6022

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Plainview, New York 11803
(Address of Principal Executive Offices) (Zip Code)

(516) 694-6700

(Registrant's telephone number, including area code)

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))

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

On November 14, 2012, the Company held its 2012 Annual Meeting of Stockholders. Of the 84,851,868 shares of common stock outstanding and entitled to vote, 84,411,773 shares, or 99.48%, were represented at the meeting in person or by proxy, and therefore a quorum was present. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal No. 1: All of the Board of Directors' nominees for director were elected to serve until the Company's 2013 Annual Meeting of Stockholders, by the votes set forth below:

| Nominee | For | Withheld | Broker Non-Votes |
|--|------------|-----------|------------------|
| Hugh Evans | 81,106,235 | 1,833,623 | 1,471,915 |
| Leonard Borow | 80,385,487 | 2,554,371 | 1,471,915 |
| John Buyko | 81,304,007 | 1,635,851 | 1,471,915 |
| Prescott H. Ashe | 81,106,635 | 1,833,223 | 1,471,915 |
| Joe Benavides | 81,304,407 | 1,635,451 | 1,471,915 |
| Bradley J. Gross | 81,304,007 | 1,635,851 | 1,471,915 |
| John D. Knoll | 81,304,407 | 1,635,451 | 1,471,915 |
| Ramzi M. Musallam | 81,304,007 | 1,635,851 | 1,471,915 |
| Richard N. Nottenburg | 82,862,615 | 77,243 | 1,471,915 |
| Benjamin M. Polk | 81,303,507 | 1,636,351 | 1,471,915 |
| Charles S. Ream | 82,862,615 | 77,243 | 1,471,915 |
| Mark H. Ronald | 82,863,015 | 76,843 | 1,471,915 |
| General Peter J. Schoomaker (USA Ret.) | 82,862,615 | 77,243 | 1,471,915 |

Proposal No. 2: The stockholders approved, on an advisory basis, the compensation of the named executive officers as disclosed in the Company's proxy statement, by the votes set forth below:

| For | Against | Abstain | Broker Non-votes |
|-----|------------|---------|-------------------|
| | 82,438,060 | 12,880 | 488,918 1,471,915 |

Proposal No. 3: The stockholders ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013, by the votes set forth below:

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| For | Against | Abstain |
|------------|---------|---------|
| 83,878,578 | 44,297 | 488,898 |

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.

AEROFLEX HOLDING
CORP.

By: /s/ John Adamovich, Jr.
John Adamovich, Jr.
Senior Vice President and
Chief Financial Officer

Date: November 14, 2012