

LEGG MASON, INC.
Form 8-K
July 25, 2013

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) July 23, 2013

LEGG MASON, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|------------------------------------|--|
| Maryland (State or Other Jurisdiction of Incorporation) | 1-8529 (Commission File No.) | 52-1200960 (IRS Employer Identification No.) |
|---|------------------------------------|--|

| | |
|--|---------------------|
| 100 International Drive, Baltimore, Maryland (Address of principal executive offices) | 21202 (Zip Code) |
| Registrant's telephone number, including area code: | 410 539-0000 |

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

Legg Mason's annual meeting of stockholders was held on July 23, 2013. In the election of directors, the six director nominees were elected with the following votes:

| | Votes Cast | For | Withhold | Non-Votes |
|--------------------|-------------|------------|-----------|------------|
| Dennis M. Kass | 105,254,620 | 93,480,210 | 530,647 | 11,243,763 |
| John V. Murphy | 105,254,620 | 93,509,354 | 501,503 | 11,243,763 |
| John H. Myers | 105,254,620 | 93,308,018 | 702,839 | 11,243,763 |
| Nelson Peltz | 105,254,620 | 92,880,431 | 1,130,426 | 11,243,763 |
| W. Allen Reed | 105,254,620 | 93,468,077 | 542,780 | 11,243,763 |
| Joseph A. Sullivan | 105,254,620 | 93,517,038 | 493,819 | 11,243,763 |

The stockholders voted in favor of an amendment to the Legg Mason, Inc. Non-Employee Director Equity Plan as follows:

| | |
|------------|-------------|
| Votes Cast | 105,254,620 |
| For | 75,818,226 |
| Against | 18,147,918 |
| Abstain | 44,706 |
| Non-Vote | 11,243,770 |

The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as follows:

| | |
|------------|-------------|
| Votes Cast | 105,254,620 |
| For | 86,273,016 |
| Against | 2,253,752 |
| Abstain | 5,483,908 |
| Non-Vote | 11,243,944 |

The stockholders voted in favor of the ratification of the appointment of PriceWaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending March 31, 2014 as follows:

| | |
|------------|-------------|
| Votes Cast | 105,254,620 |
| For | 104,868,796 |
| Against | 362,097 |
| Abstain | 23,727 |
| Non-Vote | — |

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.

LEGG MASON, INC.
(Registrant)

Date: July 25, 2013

By: /s/ Thomas C. Merchant
Thomas C. Merchant
Executive Vice President and General
Counsel