

TENNANT CO
Form 8-K
April 26, 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 25, 2012

TENNANT COMPANY
(Exact name of registrant as specified in its charter)

Minnesota
(State or other
jurisdiction
of incorporation)

1-16191
(Commission
File Number)

41-0572550
(IRS Employer
Identification No.)

701 North Lilac Drive, P.O. Box 1452
Minneapolis, Minnesota
(Address of principal executive offices)

55440
(Zip
Code)

Registrant's telephone number, including
area code (763) 540-1200

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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b)
under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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.

The Company held its Annual Meeting of Shareholders on April 25, 2012, for purposes of electing three directors, ratifying the appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2012, providing advisory approval of executive compensation and approving the Amended and Restated 2010 Stock Incentive Plan. Results of shareholder voting on these matters were as follows:

| | For | Withhold | Broker Non-Vote | |
|--|------------|-----------|--------------------|--------------------|
| 1. Each of the following three Class II directors was elected for a three-year term expiring in 2015: | | | | |
| Jeffrey A. Balagna | 15,536,161 | 888,756 | 1,171,617 | |
| Steven A. Sonnenberg | 15,544,480 | 880,437 | 1,171,617 | |
| David S. Wichmann | 15,541,197 | 883,720 | 1,171,617 | |
| | For | Against | Abstain | Broker Non-Vote |
| 2. The appointment of KPMG LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2012 was ratified. | 17,272,266 | 318,377 | 5,971 | 0 |
| 3. Advisory approval of executive compensation was received. | 15,232,729 | 345,494 | 846,694 | 1,171,617 |
| 4. The Amended and Restated 2010 Stock Incentive Plan was approved. | 15,030,544 | 1,315,543 | 78,830 | 1,171,617 |

There were 18,897,289 shares of common stock entitled to vote at the meeting and a total of 17,596,534 (93.11%) shares were represented at the meeting.

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.

Tennant Company

Date: April 26, 2012

By: /s/ Heidi M. Wilson
Heidi M. Wilson
Vice President, General Counsel and
Secretary