

ENCORE WIRE CORP
Form 8-K/A
August 23, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K/A
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) May 3, 2011

ENCORE WIRE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

000-20278

75-2274963

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

**1329 Millwood Road
McKinney, Texas**

75069

(Zip Code)

(Address of principal executive
offices)

Registrant's telephone number, including area code: **(972) 562-9473**

(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 (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))
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Explanatory Note

Encore Wire Corporation, a Delaware corporation (the **Company**), is filing this amendment to its Form 8-K filed on May 4, 2011, as amended on May 5, 2011, to report the decision of the Company as to how frequently the Company will include a stockholder vote on the compensation of executives in its proxy materials.

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

The annual meeting of the stockholders of the Company was held at the Company's corporate offices at 1329 Millwood Road, McKinney, Texas, 75069, at 9:00 a.m., local time, on May 3, 2011.

The Board of Directors of the Company solicited proxies pursuant to Regulation 14A under the Securities Exchange Act of 1934. There was no solicitation in opposition to the Board of Directors' nominees for director as listed in the proxy statement, and all of such nominees were duly elected as reported below.

Out of a total of 23,220,275 shares of the Company's common stock outstanding and entitled to vote at the meeting, 22,369,959.55 shares were present in person or by proxy, representing approximately 96.34% of the outstanding shares.

The first matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was the election of directors. The following table presents the number of shares voted for and number of shares withheld from each nominee for director.

| Director Nominee | Number of Votes Received | Number Withheld |
|-----------------------|--------------------------|-----------------|
| Donald E. Courtney | 19,967,234.99 | 103,457.56 |
| Thomas L. Cunningham | 19,972,718.55 | 97,974.00 |
| Daniel L. Jones | 19,977,050.99 | 93,641.56 |
| William R. Thomas III | 19,961,474.99 | 109,217.56 |
| Scott D. Weaver | 19,964,099.99 | 106,592.56 |
| John H. Wilson | 19,554,438.99 | 516,253.56 |

The second matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a resolution to approve, in a non-binding advisory vote, the compensation of the Company's named executive officers. The following table presents the number of shares voted for, against, and abstaining from such resolution and the number of broker non-votes.

| | | | |
|--|---|---|--------------------------------------|
| Number of Shares Voted FOR the Resolution 19,463,958.99 | Number of Shares Voted AGAINST the Resolution 152,617.00 | Number of Shares ABSTAINING FROM the Resolution 454,113.56 | Broker Non- Votes 2,299,270.00 |
|--|---|---|--------------------------------------|

The third matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a proposal to determine, in a non-binding advisory vote, whether a stockholder vote to approve the compensation of the Company's named executive officers should occur every one, two or three years, also known as a say-on-frequency proposal. The following table presents the number of shares voted for each alternative, the number of shares that abstained from such proposal and the number of broker non-votes.

| | | | | |
|---|---|---|---|--------------------------------------|
| Number of Shares Voted for 1 YEAR 10,238,268.00 | Number of Shares Voted for 2 YEARS 300,338.12 | Number of Shares Voted for 3 YEARS 9,133,630.60 | Number of Shares ABSTAINING 387,089.00 | Broker Non- Votes 2,299,273.00 |
|---|---|---|---|--------------------------------------|

In light of the stockholders' vote on the third matter, the Company has determined that, until the next stockholder vote on a say-on-frequency proposal, the Company will include a stockholder vote on the compensation of executives in its proxy materials every year.

The fourth matter voted on by the stockholders, as fully described in the proxy statement for the annual meeting, was a resolution to approve Ernst & Young LLP as the auditor of the Company's financial statements for the year ending December 31, 2011. The following table presents the number of shares voted for, against, and abstaining from such resolution and the number of broker non-votes.

| | | | |
|--|---|---|------------------------------|
| Number of Shares Voted FOR the Resolution 22,133,457.99 | Number of Shares Voted AGAINST the Resolution 229,449.00 | Number of Shares ABSTAINING FROM the Resolution 7,052.56 | Broker Non- Votes 0.00 |
|--|---|---|------------------------------|

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENCORE WIRE CORPORATION

Date: August 22, 2011

By: /s/ FRANK J. BILBAN
Frank J. Bilban, Vice President
Finance,
Chief Financial Officer, Treasurer and
Secretary