

ALBANY INTERNATIONAL CORP /DE/

Form 8-K

May 22, 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): May 17, 2013

**ALBANY INTERNATIONAL CORP.**

(Exact name of registrant as specified in its charter)

**Delaware**

**1-10026**

**14-0462060**

(State or other jurisdiction (Commission (I.R.S Employer

of incorporation)

File Number) Identification No.)

**216 Airport Drive, Rochester, New Hampshire 03867**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (518) 445-2200

1373 Broadway, Albany, New York, 12204

(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 5.07 Submission of Matters to a Vote of Security Holders**

At the annual meeting of shareholders held May 17, 2013, there were three items subject to a vote of security holders: (1) the election of eight members of the Board of Directors of the Company; (2) the ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent auditor; and (3) the approval, by non-binding vote, of executive compensation.

1. In the vote for the election of eight members of the Board of Directors of the Company, the number of votes cast for, the number of votes withheld from, and broker non-votes as to each of the nominees were as follows:

| Nominee               | Number of Votes For |            | Number of Votes Withheld |         | Broker Non-Votes |         |
|-----------------------|---------------------|------------|--------------------------|---------|------------------|---------|
|                       | Class A             | Class B    | Class A                  | Class B | Class A          | Class B |
| Joseph G. Morone      | 23,752,052          | 32,328,440 | 1,745,275                | 0       | 728,501          | 0       |
| Christine L. Standish | 15,306,855          | 32,328,440 | 10,190,472               | 0       | 728,501          | 0       |
| Erland E. Kailbourne  | 23,757,349          | 32,328,440 | 1,739,978                | 0       | 728,501          | 0       |
| John C. Standish      | 12,796,852          | 32,328,440 | 12,700,475               | 0       | 728,501          | 0       |
| John R. Scannell      | 20,513,351          | 32,328,440 | 4,983,976                | 0       | 728,501          | 0       |
| Katharine L. Plourde  | 25,136,949          | 32,328,440 | 360,378                  | 0       | 728,501          | 0       |
| John F. Cassidy, Jr.  | 20,640,172          | 32,328,440 | 4,857,155                | 0       | 728,501          | 0       |
| Edgar G. Hotard       | 24,376,419          | 32,328,440 | 1,120,908                | 0       | 728,501          | 0       |

2. In the vote for the ratification of the selection of PricewaterhouseCoopers LLP as the Company’s independent auditor, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 58,107,907 | 443,840 | 2,521   | -                |

3. In the vote to approve, by non-binding vote, executive compensation, the number of votes cast for, the number of votes cast against, the number cast as abstentions, and broker non-votes were as follows:

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 46,259,218 | 11,335,572 | 230,977 | 728,501          |

**Signature**

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.

ALBANY  
INTERNATIONAL  
CORP.

By: /s/ John B. Cozzolino

Name: John B. Cozzolino  
Title: Chief Financial  
Officer and Treasurer  
(Principal Financial  
Officer)

Date: May 22, 2013