

EMERSON ELECTRIC CO
Form 8-K
February 09, 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): February 7, 2012

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

| | | |
|--|-----------------------------|--|
| Missouri | 1-278 | 43-0259330 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification Number) |

| | |
|--|------------|
| 8000 West Florissant Avenue St. Louis, Missouri | 63136 |
| ----- | ----- |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code:

(314) 553-2000

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On February 7, 2012, the Board of Directors of Emerson Electric Co. (the “Company”) elected Joshua B. Bolten, Co-Founder and Managing Director of Rock Creek Global Advisors, LLC and former Chief of Staff to the President of the United States, as a Director of the Company. He will stand for election at the Company’s 2013 Annual Meeting of Stockholders. Mr. Bolten was also appointed to serve as a member of the Corporate Governance and Nominating Committee.

Mr. Bolten will be compensated on the same basis as all other non-management Directors of the Company, as described under “Director Compensation” in the Company’s Proxy Statement for its 2012 Annual Meeting of Stockholders (the “Proxy Statement”). This includes an award of 2,409 shares of restricted stock, representing the \$125,000 restricted stock portion of the annual retainer payable to all non-management Directors.

A copy of the February 8, 2012 press release announcing Mr. Bolten’s election is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

The final results for each of the matters submitted to a vote of stockholders at the Company’s 2012 Annual Meeting of Stockholders held on February 7, 2012 are as follows:

Proposal 1: The six Directors named in the Proxy Statement were elected by the stockholders, by the votes set forth in the table below:

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------|-------------|------------|------------------|
| C. Fernandez G. | 515,768,656 | 35,521,200 | 93,487,694 |
| A. F. Golden | 514,233,904 | 37,055,952 | 93,487,694 |
| W. R. Johnson | 516,342,799 | 34,947,057 | 93,487,694 |
| J. B. Menzer | 543,462,809 | 7,827,047 | 93,487,694 |
| A. A. Busch III | 519,713,103 | 31,576,753 | 93,487,694 |
| R. L. Ridgway | 537,396,359 | 13,893,497 | 93,487,694 |

Proposal 2: The Company’s executive compensation as described in the Proxy Statement was approved by the non-binding advisory votes of the stockholders set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|------------|-----------|------------------|
| 528,297,700 | 18,822,768 | 4,169,388 | 93,487,694 |

Proposal 3: The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2012 was ratified by the stockholders, by the votes set forth in the table below:

| For | Against | Abstain |
|-------------|-----------|-----------|
| 635,019,742 | 7,984,499 | 1,773,309 |

Proposal 4: The stockholder proposal requesting the issuance of a sustainability report as described in the Proxy Statement was not approved by the stockholders, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|------------|------------------|
| 161,038,404 | 295,413,373 | 94,838,079 | 93,487,694 |

Proposal 5: The stockholder proposal requesting the Board of Directors to take necessary steps (excluding those steps that must be taken by the stockholders) to declassify the Company's Board of Directors as described in the Proxy Statement was approved by the stockholders, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-------------|-----------|------------------|
| 422,318,212 | 124,580,703 | 4,390,941 | 93,487,694 |

Based on these results, the Board of Directors determined to take the steps requested by this proposal.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description of Exhibits |
|----------------|---------------------------------------|
| 99.1 | Press release dated February 8, 2012. |

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.

EMERSON ELECTRIC CO.
(Registrant)

Date: February 9, 2012

By: /s/ Timothy G. Westman
Timothy G. Westman
Vice President, Associate General
Counsel
and Assistant Secretary

EXHIBIT INDEX

| Exhibit Number | Description of Exhibits |
|----------------|---------------------------------------|
| 99.1 | Press release dated February 8, 2012. |