

OIL DRI CORP OF AMERICA
Form 8-K
December 15, 2010

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) December 14, 2010

Oil-Dri Corporation of America
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-12622
(Commission File Number)

36-2048898
(IRS Employer Identification No.)

410 North Michigan Avenue
Suite 400
Chicago, Illinois
(Address of principal executive offices)

60611-4213
(Zip Code)

Registrant's telephone number, including area code (312) 321-1515

(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))

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

Oil-Dri Corporation of America (the "Registrant") held its annual meeting of stockholders on December 14, 2010. The Registrant's stockholders elected all of the Board's nominees for director and ratified the selection of PricewaterhouseCoopers LLP as independent auditors for the fiscal year ending July 31, 2011. The voting results were as follows:

(1) Election of Directors

| Director | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|---------------------|
| J. Steven Cole | 24,151,549 | 101,889 | 520,867 |
| Arnold W. Donald | 24,141,035 | 112,403 | 520,867 |
| Daniel S. Jaffee | 23,082,353 | 1,171,085 | 520,867 |
| Richard M. Jaffee | 23,078,886 | 1,174,552 | 520,867 |
| Joseph C. Miller | 22,355,102 | 1,898,336 | 520,867 |
| Michael A. Nemeroff | 22,344,723 | 1,908,715 | 520,867 |
| Allan H. Selig | 24,147,411 | 106,027 | 520,867 |
| Paul E. Suckow | 24,161,522 | 91,916 | 520,867 |

(2) Ratification of the selection of PricewaterhouseCoopers LLP:

For: 24,726,930

Against: 35,868

Abstentions: 11,507

Broker Non-Votes: N/A

Item 8.01 Other Events.

Also on December 14, 2010, the Registrant's Board of Directors declared quarterly cash dividends of \$0.16 per share of the Registrant's Common Stock and \$0.12 per share of the Registrant's Class B Stock. The dividends will be payable on March 11, 2011, to stockholders of record at the close of business on February 25, 2011. A copy of the Registrant's press release announcing these matters is attached as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description of Exhibits |
|-------------------|--|
| 99.1 | Press Release dated December 14, 2010 (Cash Dividends) |

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.

OIL-DRI CORPORATION OF AMERICA

Date: December 14, 2010

By: /s/ Angela M. Hatseras
Angela M. Hatseras
Acting General Counsel

Exhibit Index

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