

NEOGEN CORP  
Form 8-K  
October 11, 2011

**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) October 6, 2011

**NEOGEN CORPORATION**

(Exact name of registrant as specified in its charter)

**MICHIGAN**  
(State or other jurisdiction

of incorporation)

**0-17988**  
(Commission

File Number)

**38-2367843**  
(IRS Employer

Identification No.)

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**620 Leshar Place Lansing, Michigan**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code 517-372-9200**

**48912**

**(Zip Code)**

**Not Applicable**

**(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**

On October 6, 2011, Neogen Corporation (the Company) held its 2011 Annual Meeting of Shareholders, at which meeting 21,566,366 of the 23,315,559 shares outstanding and entitled to vote were present and voted. The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's Proxy Statement dated as of, and filed with Securities and Exchange Commission on September 1, 2011. The voting results are as follows:

**Proposal 1 Election of Directors**

| Nominee          | For        | Withheld  |
|------------------|------------|-----------|
| James L. Herbert | 17,089,365 | 843,116   |
| G. Bruce Papesh  | 17,222,583 | 709,898   |
| Thomas H. Reed   | 16,429,612 | 1,502,869 |

**Proposal 2 To Approve an Increase in the Company's Authorized Common Shares**

The shareholders approved the increase, from 30,000,000 to 60,000,000, in the number of authorized shares of Common Stock.

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 17,581,449 | 3,937,218 | 43,280  | 4,419           |

**Proposal 3 To Approve an Amendment to the Company's 2007 Stock Option Plan**

The shareholders approved the amendment to the Company's 2007 Stock Option Plan, increasing the number of shares authorized for issuance to 2,500,000 shares.

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 16,343,699 | 1,440,062 | 148,719 | 3,633,886       |

**Proposal 4 To Approve the Establishment of the Neogen Corporation 2011 Employee Stock Purchase Plan**

The shareholders approved the establishment of the Company's 2011 Employee Stock Purchase Plan, as described in the proxy materials.

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 17,278,068 | 499,281 | 155,132 | 3,633,885       |

**Proposal 5 To Approve, by Non-Binding Vote, the Compensation of Executives**

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy materials.

| For        | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 16,999,981 | 554,984 | 377,515 | 3,633,886       |

**Proposal 6 To Approve, by Non-Binding Vote, the Frequency of Future Shareholder Advisory votes on Executive Compensation**

The shareholders approved, on an advisory basis, the Board's recommendation to hold the shareholder advisory vote on executive compensation annually.

| Annual     | Every 2<br>Years | Every 3<br>Years | Abstain | Broker<br>Non-Vote |
|------------|------------------|------------------|---------|--------------------|
| 15,174,059 | 670,421          | 1,794,022        | 293,978 | 3,633,886          |

**Proposal 7 Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm**

The shareholders ratified the appointment of Ernst & Young LLP as the Company's auditors for the fiscal year ended May 31, 2012.

| For        | Against | Abstain | Broker<br>Non-Vote |
|------------|---------|---------|--------------------|
| 21,133,159 | 298,472 | 134,735 | 0                  |

**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.

Date: October 11, 2011

NEOGEN CORPORATION  
(Registrant)

/s/ Steven J. Quinlan

Steven J. Quinlan  
Vice President & CFO