

LEGG MASON, INC.
Form 8-K
July 26, 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)

July 24, 2012

LEGG MASON, INC.
(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

1-8529
(Commission File
No.)

52-1200960
(IRS Employer
Identification No.)

100 International Drive, Baltimore, Maryland
(Address of principal executive offices)

21202
(Zip Code)

Registrant's telephone number, including area code:

(410) 539-0000

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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:

..

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.**

Legg Mason's annual meeting of stockholders was held on July 24, 2012. In the election of directors, the four director nominees were elected with the following votes:

| | <u>Votes Cast</u> | <u>For</u> | <u>Withhold</u> | <u>Non-Votes</u> |
|---------------------------|-------------------|-------------|-----------------|------------------|
| Robert E. Angelica | 124,675,719 | 111,799,262 | 1,088,228 | 11,788,229 |
| Barry W. Huff | 124,675,719 | 111,809,554 | 1,077,936 | 11,788,229 |
| John E. Koerner III | 124,675,719 | 111,436,523 | 1,450,967 | 11,788,229 |
| Cheryl Gordon Krongard | 124,675,719 | 111,815,771 | 1,071,719 | 11,788,229 |

The stockholders approved, on a non-binding advisory basis, the compensation of the Company's named executive officers as follows:

Votes Cast 124,675,719
 For 105,830,832
 Against 2,239,599
 Abstain 4,817,059
 Non-Vote 11,788,229

The stockholders voted in favor of the ratification of the appointment of PriceWaterhouseCoopers LLP as independent registered public accounting firm for the fiscal year ending March 31, 2013 as follows:

Votes Cast 124,675,719
 For 123,812,371
 Against 758,167
 Abstain 105,181
 Non-Vote 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.

LEGG MASON, INC.
(Registrant)

Date: July 26, 2012

By: /s/ Thomas P. Lemke
Thomas P. Lemke
Executive Vice President and
General Counsel