

ENERGIZER HOLDINGS INC  
Form 8-K  
February 01, 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): January 30, 2012**

**Energizer Holdings, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Missouri**  
(State or other jurisdiction  
of incorporation)

**1-15401**  
(Commission

**43-1863181**  
(IRS Employer

File Number)  
**533 Maryville University Drive**

Identification Number)

**St. Louis, Missouri 63141**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (314) 985-2000**

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 (*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.**

Energizer Holdings, Inc. (the Company) held its annual meeting of shareholders (the Annual Meeting) at the Company's World Headquarters on Monday, January 30, 2012. At the Annual Meeting, of the 65,946,931 shares outstanding and entitled to vote, 57,578,443 shares were represented, constituting an 87% quorum. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

*Proposal 1:* All of management's nominees for director were elected to serve until the Annual Meeting of Shareholders to be held in 2015 or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee             | For        | Against   | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Bill G. Armstrong   | 48,125,819 | 3,961,811 | 75,815  | 5,414,998        |
| J. Patrick Mulcahy  | 51,502,736 | 575,121   | 85,588  | 5,414,998        |
| Pamela M. Nicholson | 50,133,714 | 1,953,275 | 76,456  | 5,414,998        |

*Proposal 2:* The appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal 2012 was ratified by the shareholders, by the votes set forth in the table below:

| For        | Against | Abstain |
|------------|---------|---------|
| 56,516,114 | 968,600 | 93,729  |

*Proposal 3:* The Company's executive compensation, as described in the Company's 2011 Proxy Statement, was approved by the non-binding advisory votes of the shareholders set forth in the table below:

| For        | Against   | Abstain   | Broker Non-Votes |
|------------|-----------|-----------|------------------|
| 45,631,430 | 4,524,866 | 2,007,149 | 5,414,998        |

*Proposal 4:* The determination of the frequency of future advisory votes on executive compensation (every one, two or three years) received the non-binding advisory votes set forth in the table below:

| 1 Year     | 2 Years | 3 Years   | Abstain   | Broker Non-Votes |
|------------|---------|-----------|-----------|------------------|
| 44,431,623 | 337,306 | 5,489,556 | 1,904,960 | 5,414,998        |

The Board of Directors will take into account these results in determining the frequency it shall call for an advisory vote on executive compensation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

ENERGIZER HOLDINGS, INC.

By: /s/ Daniel J. Sescleifer  
Daniel J. Sescleifer  
Executive Vice President and Chief Financial  
Officer

Dated: February 1, 2012