

SCHWAB CHARLES CORP  
Form 8-K  
May 22, 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): May 17, 2012

**The Charles Schwab Corporation**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-9700

**Delaware**  
(State or other jurisdiction

of incorporation)

**94-3025021**  
(I.R.S. Employer

Identification No.)

**211 Main Street, San Francisco, CA 94105**

(Address of principal executive offices, including zip code)

**(415) 667-7000**

(Registrant's telephone number, including area code)

**N/A**

(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)

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- .. 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**

- (a) The Annual Meeting of Stockholders of The Charles Schwab Corporation ( CSC ) was held on May 17, 2012.
- (b) All nominees for election as a director were elected, and each nominee received more for votes than against votes cast for his or her election. The proposals for ratification of CSC s independent auditors and for the advisory vote on executive compensation were approved. The proposal to amend CSC s Fifth Restated Certificate of Incorporation and Fourth Restated Bylaws to declassify the board required the affirmative vote of 80% of total outstanding shares of CSC s common stock and was not approved. The stockholder proposal regarding political contributions was not approved. The stockholder proposal regarding proxy access required the affirmative vote of 80% of total outstanding shares of CSC s common stock and was not approved. The final voting results were as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
1 Election of Directors				
(a) Nancy H. Bechtle	1,051,304,238	21,959,738	835,437	101,493,076
(b) Walter W. Bettinger II	1,061,707,883	11,581,329	810,201	101,493,076
(c) C. Preston Butcher	1,061,306,098	11,799,241	994,074	101,493,076
2 Ratification of Independent Auditors	1,159,917,441	13,994,251	1,680,797	
3 Advisory Approval of Named Executive Officer Compensation	1,038,754,812	27,930,393	7,414,208	101,493,076
4 Amendments to Certificate of Incorporation and Bylaws to Declassify the Board	873,939,742	198,423,146	1,734,556	101,495,045
5 Stockholder Proposal on Political Contributions	212,563,273	691,897,261	169,637,729	101,494,226
6 Stockholder Proposal to Amend Bylaws Regarding Proxy Access	331,653,174	739,868,935	2,576,154	101,494,226

**Signature(s)**

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.

**THE CHARLES SCHWAB CORPORATION**

Date: May 22, 2012

By: /s/ Joseph R. Martinetto  
Joseph R. Martinetto

Executive Vice President and Chief Financial Officer