

VALSPAR CORP
Form 8-K
February 23, 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 Act of 1934

Date of Report (Date of earliest event reported): February 17, 2011

THE VALSPAR CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of incorporation)

1-3011
(Commission
File Number)

36-2443580
(I.R.S. Employer
Identification No.)

901 3rd Avenue South, Minneapolis, Minnesota
(Address of principal executive offices)

55402
(Zip Code)

Registrant's telephone number, including area code: **(612) 851-7000**

Not Applicable

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(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 February 17, 2011, The Valspar Corporation (the Corporation) held its Annual Meeting of Stockholders, at which the following items were voted upon:

(1) Election of Three Directors (Class I):

| <u>Nominee</u> | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|----------------------|------------|-----------------|------------------------|
| Ian R. Friendly | 79,566,870 | 2,906,872 | 7,047,315 |
| Janel S. Haugarth | 80,126,842 | 2,346,900 | 7,047,315 |
| William L. Mansfield | 76,362,558 | 6,111,184 | 7,047,315 |

(2) Advisory vote on the Corporation's executive compensation:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 73,977,420 | 7,827,148 | 669,174 | 7,047,315 |

(3) Advisory vote on the frequency for stockholders' advisory vote on the Corporation's executive compensation:

| <u>3 Years</u> | <u>2 Years</u> | <u>1 Year</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|----------------|----------------|---------------|----------------|------------------------|
| 36,225,393 | 1,568,738 | 43,404,255 | 1,275,356 | 7,047,315 |

(4) Ratification of the appointment of Ernst & Young LLP as the Corporation's independent registered public accounting firm for the fiscal year ended October 28, 2011:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker Non-Vote</u> |
|------------|----------------|----------------|------------------------|
| 85,822,784 | 3,390,413 | 307,860 | 0 |

SIGNATURE

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 thereunto duly authorized.

THE VALSPAR CORPORATION

Dated: February 23, 2011

/s/ Rolf Engh

Name: Rolf Engh

Title: Secretary