

ECOLAB INC  
Form 8-K  
May 04, 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 3, 2012**

**ECOLAB INC.**

(Exact name of registrant as specified in its charter)

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

**1-9328**  
(Commission  
File Number)

**41-0231510**  
(IRS Employer  
Identification No.)

**370 Wabasha Street North, Saint Paul, Minnesota**  
(Address of principal executive offices)

**55102**  
(Zip Code)

Registrant's telephone number, including area code **1-800-232-6522**

**(Not applicable)**

(Former name or former address, if changed since last report.)

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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 13a-4(c) under the Exchange Act (17 CFR 240.13a-4(c))
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### Item 5.03 Amendments to Articles of Incorporation or Bylaws: Change in Fiscal Year.

At the annual meeting of the stockholders of the Company held on May 3, 2012, the Company's stockholders approved an amendment and restatement of the Restated Certificate of Incorporation of the Company to eliminate super-majority voting. On May 3, 2012, the Company filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware removing the former Article VI in order to eliminate super-majority voting.

A copy of the Company's Restated Certificate of Incorporation, as so amended and restated, is included as Exhibit (3.1) to this Current Report on Form 8-K and is incorporated herein by reference.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

Ecolab's Annual Meeting of Stockholders was held on May 3, 2012. A copy of the News Release issued by Ecolab in connection with this report under Item 5.07 is attached as Exhibit (99.1).

At the meeting, 88.98% of the outstanding shares of our voting stock were represented in person or by proxy. The first proposal voted upon was the election of five Class II Directors for a term ending at the annual meeting in 2013. The five persons nominated by our Board of Directors received the following votes and were elected:

| Name                | For         | Against    | Abstain | Broker Non-Votes |
|---------------------|-------------|------------|---------|------------------|
| Leslie S. Biller    | 232,724,262 | 7,928,748  | 112,001 | 18,886,676       |
| Jerry A. Grundhofer | 232,628,547 | 8,024,818  | 111,646 | 18,886,676       |
| Michael Larson      | 217,972,584 | 22,684,090 | 108,337 | 18,886,676       |
| Victoria J. Reich   | 234,670,068 | 5,936,243  | 158,700 | 18,886,676       |
| John J. Zillmer     | 234,456,964 | 6,198,079  | 109,968 | 18,886,676       |

In addition, the terms of office of the following directors continued after the meeting: Class I Directors for a term ending in 2013 – Douglas M. Baker, Jr., Barbara J. Beck, Jerry W. Levin, Robert L. Lumpkins and Mary M. VanDeWeghe; and Class III Directors for a term ending in 2013 – Arthur J. Higgins, Joel W. Johnson, C. Scott O'Hara and Daniel S. Sanders.

The second proposal voted upon was the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012. The proposal received the following votes and was approved:

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 256,878,173 | 2,696,580 | 76,934  | 0                |

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The third proposal was approval of the Ecolab Inc. Restated Certificate of Incorporation to eliminate super-majority voting. The proposal received the following votes and was approved:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 239,172,524 | 1,271,395      | 320,544        | 18,887,224              |

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The fourth proposal was an advisory vote to approve the compensation of executives disclosed in the Proxy Statement. The proposal received the following votes and was approved:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 235,522,675 | 3,844,045      | 1,397,743      | 18,887,224              |

The fifth proposal was a stockholder proposal requesting the Board of Directors to provide an annual advisory vote on electioneering, political contributions and communication expenditures. The proposal received the following votes and was not approved:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 10,273,965 | 205,112,730    | 25,377,768     | 18,887,224              |

The sixth proposal was a stockholder proposal requesting the Board to adopt a rule to redeem any current or future stockholder rights plan unless such plan is submitted to a stockholder vote within 12 months. The proposal received the following votes and was approved:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-votes</b> |
|-------------|----------------|----------------|-------------------------|
| 165,036,244 | 74,727,238     | 1,001,529      | 18,886,676              |

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

(3.1) Restated Certificate of Incorporation of Ecolab Inc.

(99.1) Ecolab Inc. News Release dated May 3, 2012.

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 hereunto duly authorized.

ECOLAB INC.

Date: May 4, 2012

By:

/s/ David F. Duvick  
David F. Duvick  
Assistant Secretary



EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>                                   | <b>Method Of Filing</b>        |
|--------------------|--|--------------------------------|
| (3.1)              | Restated Certificate of Incorporation of Ecolab Inc. | Filed herewith electronically. |
| (99.1)             | Ecolab Inc. News Release dated May 3, 2012.          | Filed herewith electronically. |