

ROCKWELL MEDICAL TECHNOLOGIES INC
Form 8-K
June 01, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 26, 2011
ROCKWELL MEDICAL TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

Michigan

000-23661

38-3317208

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

30142 Wixom Road, Wixom, Michigan 48393

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code (248) 960-9009

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 (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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 26, 2011, Rockwell Medical Technologies, Inc. (the Company) held its Annual Meeting of Shareholders. At the Annual Meeting, as noted in Item 5.07 below, the shareholders approved an amendment and restatement of the Company's 2007 Long Term Incentive Plan (the LTIP), which had been previously approved by the Board of Directors of the Company on March 7, 2011 subject to shareholder approval. The amendment and restatement increases the total number of common shares subject to the LTIP from 3,500,000 to 4,500,000 shares and has the effect of reapproving the performance measures in the LTIP for purposes of the performance based compensation exemption in Section 162(m) of the Internal Revenue Code.

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

At the Company's Annual Meeting of Shareholders on May 26, 2011, the shareholders voted to (1) reelect one incumbent director for a term expiring in 2014, (2) recommend, by non-binding vote, support for the compensation of the Company's named executive officers, (3) recommend, by non-binding vote, that the frequency of shareholder advisory votes on the compensation of the Company's named executive officers be every three years, (4) approve the amendment and restatement of the LTIP including reapproval of the performance measures in the LTIP for purposes of the performance based compensation exemption in Section 162(m) of the Internal Revenue Code, and (5) ratify the selection of Plante & Moran, PLLC as the Company's independent registered public accounting firm for 2011. The following tables set forth the final voting results on each matter.

Director Nominee	For	Withheld	Broker Non-Votes	
Kenneth L. Holt	7,574,460	132,647	9,291,918	
Proposal				
Non-binding advisory vote on compensation of named executive officers	7,096,602	359,560	250,945	9,291,918
Approve amendment and restatement of LTIP and reapproval of performance measures	6,469,251	1,031,350	206,506	9,291,918
Ratify the selection of Plante & Moran, PLLC	16,784,114	114,759	100,152	
Proposal				
Non-binding advisory vote on frequency of shareholder votes on the compensation of named executive officers	1,805,324	320,556	5,300,844	280,383

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.

ROCKWELL MEDICAL TECHNOLOGIES,
INC.

Date: June 1, 2011

By: /s/ Thomas E. Klema
Thomas E. Klema
Its: Chief Financial Officer