

FLIR SYSTEMS INC
Form 8-K
May 02, 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): April 27, 2012

FLIR SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

OREGON

(State or other jurisdiction of
incorporation)

0-21918

(Commission File Number)

93-0708501

(I.R.S. Employer
Identification No.)

27700 SW Parkway Avenue Wilsonville, Oregon 97070 (503) 498-3547

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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)

☐ 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

The Company's annual meeting of shareholders was held on April 27, 2012, at which the following persons were elected to the Board of Directors by a vote of shareholders, by the votes and for the terms indicated:

	Vote		
	Withheld	Broker	Term

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Director	For	Authority	Non-Votes	Ending
Earl R. Lewis	121,893,537	8,429,285	5,952,938	2015
Steven E. Wynne	123,556,869	6,765,953	5,952,938	2015

The proposal to approve the adoption of the 2012 Executive Bonus Plan was approved by a vote of shareholders by the following votes:

For	Against	Abstain	Broker Non-votes
125,112,701	5,132,308	77,528	5,953,223

The proposal to ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012 was approved by the following votes:

For	Against	Abstain
131,212,821	3,932,067	1,130,872

The shareholders of the Company approved the non-binding advisory vote relating to a proposed declassification of the Board of Directors by the votes below. The Corporate Governance Committee of the Board of Directors will review further the proposal, taking into account these results.

For	Against	Abstain	Broker Non-votes
106,783,636	22,206,691	1,332,210	5,953,223

The shareholders of the Company approved the non-binding advisory vote relating to a proposed majority vote standard for non-contested elections of directors by the votes below. The Corporate Governance Committee of the Board of Directors will review further the proposal, taking into account these results.

For	Against	Abstain	Broker Non-votes
75,263,811	53,746,429	1,312,582	5,952,938

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 on May 2, 2012.

FLIR SYSTEMS, INC.
(Registrant)

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By

\s\ Anthony L. Trunzo

Anthony L. Trunzo
Sr. Vice President, Finance and
Chief Financial Officer
