

Owens Corning
Form 8-K
April 14, 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 Exchange Act of 1934

Date of Report (Date of earliest event reported): April 14, 2011

Owens Corning

(Exact name of registrant as specified in its charter)

DE
(State or other jurisdiction
of incorporation)

1-33100
(Commission
File Number)

43-2109021
(I.R.S. Employer
Identification No.)

Edgar Filing: Owens Corning - Form 8-K

One Owens Corning Parkway

Toledo, OH
(Address of principal executive offices)
419-248-8000

43659
(Zip Code)

(Registrant's telephone number, including area code)

(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)
- .. 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.

At the 2011 Annual Meeting of Stockholders of Owens Corning (the Company) held on April 14, 2011, Company stockholders voted on five proposals and cast their votes as described below. The proposals are described in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 16, 2011.

Proposal 1

The following directors were elected to serve until the 2014 Annual Meeting of Stockholders and until their successors are elected and qualified as set forth below:

| Name | For | Withheld | Broker Non-Votes |
|-----------------|-------------|-----------|------------------|
| Gaston Caperton | 109,676,214 | 1,581,103 | 7,344,073 |
| Ann Iverson | 109,734,980 | 1,522,337 | 7,344,073 |
| Joseph F. Neely | 111,111,798 | 145,519 | 7,344,073 |

Proposal 2

Company stockholders ratified the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011 as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 117,187,070 | 1,263,597 | 150,723 | 0 |

Proposal 3

Company stockholders approved the Corporate Incentive Plan as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 108,861,289 | 1,308,451 | 1,087,577 | 7,344,073 |

Proposal 4

Company stockholders cast their votes with respect to the advisory vote on executive compensation as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 104,366,719 | 5,383,071 | 1,507,527 | 7,344,073 |

Proposal 5

Company stockholders cast their votes with respect to the advisory vote on the frequency of future advisory votes on executive compensation as set forth below:

| 1 Year | 2 Year | 3 Year | Abstentions | Broker Non-Votes |
|-------------|-----------|-----------|-------------|------------------|
| 100,876,450 | 1,154,701 | 7,571,543 | 1,654,623 | 7,344,073 |

In light of such vote, the Company has decided to include a stockholder vote on executive compensation in its proxy materials annually.

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.

Owens Corning

Date: April 14, 2011

By: /s/ John W. Christy
John W. Christy
Vice President, Interim General Counsel and Secretary