

C H ROBINSON WORLDWIDE INC  
Form 8-K  
May 15, 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): 05/10/2012

**C. H. ROBINSON WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

Commission File Number: 000-23189

Delaware  
(State or other jurisdiction)

41-1883630  
(IRS Employer)

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of incorporation)

Identification No.)

14701 Charlson Road, Eden Prairie, MN 55347

(Address of principal executive offices, including zip code)

952-937-8500

(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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

At the Annual Meeting of Shareholders of C.H. Robinson Worldwide, Inc. (the Company) held on May 10, 2012, the Company's shareholders approved an amendment and restatement of the Certificate of Incorporation of the Company to eliminate the classification of the Board of Directors. On May 15, 2012, the Company filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware eliminating the classified Board of Directors in the manner provided therein.

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 the Matters to a Vote of Security Holders**

The Annual Meeting of Shareholders of the Company was held on May 10, 2012 in Eden Prairie, Minnesota. The number of outstanding shares on the record date for the Annual Meeting was 163,023,663. At the Annual Meeting, 140,689,567 shares, or approximately 86.3 percent of the outstanding shares, were represented in person or by proxy. At the Annual Meeting of Shareholders, the shareholders of the Company: (1) elected each of the three director nominees set forth below to serve three-year terms, expiring at the 2015 Annual Meeting of Shareholders; (2) approved, on a non-binding advisory basis, the compensation of the Company's Named Executive Officers; (3) approved the amendment and restatement of the Company's Certificate of Incorporation to eliminate the classification of the Board of Directors; and (4) ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012. The results of the matters voted upon by the shareholders are as follows:

|                       | Number of Shares |           |         | Broker<br>Non-Vote |
|-----------------------|------------------|-----------|---------|--------------------|
|                       | For              | Against   | Abstain |                    |
| Election of Directors |                  |           |         |                    |
| David W. MacLennan    | 112,824,685      | 4,559,248 | 21,060  | 23,284,574         |
| James B Stake         | 113,117,868      | 4,266,564 | 20,561  | 23,284,574         |
| John P. Wiehoff       | 111,340,139      | 6,022,368 | 42,486  | 23,284,574         |

In addition, the terms of office of the following directors continued after the meeting: ReBecca Koenig Roloff, Michael W. Wickham, and Scott P Anderson serve in the class of Directors whose term expires in 2013; and Robert Ezrilov, Wayne M. Fortun, and Brian P. Short serve in the class whose term expires in 2014.

|  |             |           |         |            |
|--|-------------|-----------|---------|------------|
| Approval, on a non-binding basis, the Compensation of the Company's<br>Named Executive Officers                            | 115,640,391 | 1,359,226 | 405,376 | 23,284,574 |
| Approval of the Company's Restated Certificate of Incorporation  | 116,734,901 | 507,339   | 162,753 | 23,284,574 |
| Ratification of the appointment of Deloitte & Touche LLP as the<br>Company's independent registered public accounting firm | 139,946,828 | 724,394   | 18,345  |            |

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

3.1 Restated Certificate of Incorporation of C.H. Robinson Worldwide, Inc.

**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.

C. H. ROBINSON WORLDWIDE, INC.

Date: May 15, 2012

By: /s/ Ben G. Campbell  
Ben G. Campbell  
Vice President, General Counsel and Secretary

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