

AUTONATION, INC.
Form 8-K
May 05, 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) May 4, 2011

AutoNation, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-13107
(Commission

File Number)

73-1105145
(IRS Employer

Identification No.)

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200 SW 1st Ave

Fort Lauderdale, Florida 33301

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code (954) 769-6000

(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))

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

The 2011 Annual Meeting of Stockholders (the Annual Meeting) of AutoNation, Inc. (the Company) was held on May 4, 2011. At the Annual Meeting, the stockholders voted on the following six proposals and cast their votes as set forth below.

Proposal 1

The ten director nominees named in the Company s proxy statement were elected, each for a term expiring at the next Annual Meeting of Stockholders or until their successors are duly elected and qualified, based upon the following votes:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|-------------|------------|---------|------------------|
| Mike Jackson | 137,199,329 | 335,927 | 45,951 | 6,989,337 |
| Robert J. Brown | 137,315,182 | 201,872 | 64,153 | 6,989,337 |
| Rick L. Burdick | 136,339,244 | 1,179,146 | 62,817 | 6,989,337 |
| William C. Crowley | 127,464,458 | 10,055,671 | 61,078 | 6,989,337 |
| David B. Edelson | 136,170,335 | 1,331,495 | 79,377 | 6,989,337 |
| Robert R. Grusky | 137,304,707 | 203,209 | 73,291 | 6,989,337 |
| Michael Larson | 137,132,549 | 387,035 | 60,823 | 6,989,337 |
| Michael E. Maroone | 137,328,778 | 207,485 | 44,944 | 6,989,337 |
| Carlos A. Migoya | 137,063,462 | 457,339 | 60,406 | 6,989,337 |
| Alison H. Rosenthal | 137,307,209 | 204,676 | 69,322 | 6,989,337 |

Proposal 2

The proposal to ratify the selection of KPMG LLP as the Company s independent registered public accounting firm for 2011 was approved based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 144,201,615 | 290,832 | 78,097 | N/A |

Proposal 3

The proposal to approve, on an advisory basis, the resolution on executive compensation was approved based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 132,570,600 | 2,518,440 | 2,492,167 | 6,989,337 |

Proposal 4

The proposal on the frequency of the advisory vote on executive compensation received the following votes:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-------------|-----------|------------------|
| 12,948,485 | 146,538 | 122,075,515 | 2,410,669 | 6,989,337 |

In line with the recommendation of the Company s stockholders, the Company will include an advisory vote on executive compensation in its proxy materials every three years until the next required advisory vote on the frequency of the advisory vote on executive compensation.

Proposal 5

The stockholder proposal regarding special meetings was not approved based upon the following votes:

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| | For | Against | Abstain | Broker Non-Votes |
|-------------------|------------|----------------|----------------|-------------------------|
| Proposal 6 | 22,540,532 | 114,921,261 | 119,414 | 6,989,337 |

The stockholder proposal regarding cumulative voting was not approved based upon the following votes:

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|----------------|----------------|-------------------------|
| | 20,075,993 | 117,367,742 | 137,472 | 6,989,337 |

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.

AUTONATION, INC.

Date: May 5, 2011

By: /s/ Jonathan P. Ferrando
Jonathan P. Ferrando
Executive Vice President, General Counsel and Secretary