

ADTRAN INC  
Form 8-K  
May 09, 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**

**ADTRAN, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**0-24612**

**63-0918200**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**901 Explorer Boulevard,  
Huntsville, Alabama**

**35806-2807**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(256) 963-8000**

(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))
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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.**

*Approval of Restated ADTRAN, Inc. Variable Incentive Compensation Plan*

ADTRAN, Inc. held its Annual Meeting of Stockholders on May 4, 2011 (Annual Meeting). At the Annual Meeting, ADTRAN's stockholders approved an amendment and restatement of the ADTRAN, Inc. Variable Incentive Compensation Plan.

The restated Variable Incentive Compensation Plan provides for an increase in the maximum performance award that may be awarded in a plan year from \$1,000,000 to \$3,000,000 and permits ADTRAN to pay performance awards in one or more annual installment payments. The Board adopted this recommendation, subject to stockholder approval, at its January 18, 2011 meeting. The foregoing summary is qualified in its entirety by reference to the terms of the restated Variable Incentive Compensation Plan, a copy of which is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

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

As described in Item 5.02 above, ADTRAN, Inc. held its Annual Meeting on May 4, 2011. At the Annual Meeting, ADTRAN's stockholders (i) elected the seven people listed below to serve as directors for a one year term expiring at the 2012 Annual Meeting of Stockholders and until their successors have been duly elected and qualified (Proposal 1); (ii) approved, on an advisory basis, the executive compensation policies of ADTRAN as well as the compensation of the named executive officers (Proposal 2A); (iii) voted, on an advisory basis, as to whether future advisory votes to approve ADTRAN's executive compensation policies and the compensation of the named executive officers should occur every one, two or three years (Proposal 2B); (iv) approved the adoption of the restated ADTRAN, Inc. Variable Incentive Compensation Plan (Proposal 3); and, (v) ratified the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for 2011 (Proposal 4). The voting results for these proposals are presented in the tables below:

**Proposal 1 Election of Directors**

	For	Withheld	Broker Non- Votes
Thomas R. Stanton	56,380,877	732,713	3,164,747
H. Fenwick Huss	56,961,148	152,442	3,164,747
Ross K. Ireland	56,965,025	148,565	3,164,747
William L. Marks	56,783,475	330,115	3,164,747
James E. Matthews	52,888,568	4,225,022	3,164,747
Balan Nair	56,954,015	159,575	3,164,747
Roy J. Nichols	56,756,457	357,133	3,164,747

**Proposal 2A Advisory Vote on Executive Compensation**

For	Against	Abstain	Broker Non- Votes
56,318,253	774,204	21,133	3,164,747

**Proposal 2B Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation**

3 Years	2 Years	1 Year	Abstain	Broker Non- Votes
7,419,605	3,307,603	39,828,172	5,229,892	4,493,065



**Proposal 3 Adoption of the Restated ADTRAN, Inc. Variable Incentive Compensation Plan**

For	Against	Abstain	Broker Non- Votes
56,269,572	817,940	26,078	3,164,747

**Proposal 4 Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2011**

For	Against	Abstain
59,853,112	414,934	10,291

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number	Exhibit Description
10.1	ADTRAN, Inc. Variable Incentive Compensation Plan.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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 9, 2011.

**ADTRAN, Inc.**  
**(Registrant)**

By: /s/ James E. Matthews  
James E. Matthews  
Senior Vice President -- Finance,  
Chief Financial Officer, Treasurer,  
Secretary and Director  
(Principal Accounting Officer)

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**EXHIBIT INDEX**

Exhibit Number	Exhibit Description
10.1	ADTRAN, Inc. Variable Incentive Compensation Plan.