

XERIUM TECHNOLOGIES INC
Form 8-K
June 23, 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): June 17, 2011

XERIUM TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

incorporation or organization)

001-32498
(Commission

File Number)

42-1558674
(I.R.S. Employer

Identification No.)

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8537 Six Forks Road, Suite 300, Raleigh, North Carolina 27615

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (919) 526-1400

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On June 17, 2011, at the 2011 Annual Meeting of Stockholders of Xerium Technologies, Inc. (the Company), the stockholders of the Company approved Amendment No. 1 (Amendment No. 1) to the Company's 2010 Equity Incentive Plan, which increased the aggregate number of shares of the Company's common stock that may be delivered under or in satisfaction of awards under such plan from 463,525 to 913,525, subject to certain additions described in the plan, and provided that the number of shares that may be delivered under or in satisfaction of awards under the plan shall be determined net of shares withheld from an award in satisfaction of tax withholding requirements. Amendment No. 1 was approved by the Company's Board of Directors on April 19, 2011.

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

The Annual Meeting of Stockholders of the Company was held on June 17, 2011. All director nominees were elected and the votes cast with respect to such elections were as follows:

| Director | Votes Received | Votes Withheld | Broker Non-Votes |
|---------------------------|----------------|----------------|------------------|
| Stephen R. Light | 11,168,132 | 107,851 | 1,436,171 |
| David A. Bloss, Sr. | 11,235,904 | 40,079 | 1,436,171 |
| Ambassador April H. Foley | 11,168,085 | 107,898 | 1,436,171 |
| Jay J. Gurandiano | 11,168,251 | 107,732 | 1,436,171 |
| John F. McGovern | 11,168,414 | 107,569 | 1,436,171 |
| Edward F. Paquette | 11,162,946 | 113,037 | 1,436,171 |
| Marc L. Saiontz | 11,168,172 | 107,811 | 1,436,171 |
| James F. Wilson | 11,168,419 | 107,564 | 1,436,171 |

Additionally, the following matters were voted upon at the meeting and the votes cast with respect to such matters were as follows:

| | Votes Cast | | | Broker Non-Votes |
|---|------------|---------|---------|------------------|
| | For | Against | Abstain | |
| Approval of Amendment No. 1 to the 2010 Equity Incentive Plan | 10,472,682 | 792,355 | 10,946 | 1,436,171 |
| Ratification of appointment of independent registered public accounting firm for 2011 | 12,676,629 | 26,649 | 8,876 | |
| Advisory vote on executive compensation | 11,127,285 | 73,168 | 75,529 | 1,436,172 |

| | Every 1 Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Vote |
|---|--------------|---------------|---------------|---------|-----------------|
| Advisory vote on frequency of future advisory votes on executive compensation | 3,519,339 | 8,790 | 7,691,716 | 56,138 | 1,436,171 |

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 hereunto duly authorized.

XERIUM TECHNOLOGIES, INC.

Date: June 23, 2011

By: /s/ Clifford E. Pietrafitta
Name: **Clifford E. Pietrafitta**
Title: **Executive Vice President and CFO**