

Rock-Tenn CO  
Form 8-K  
January 29, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**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): **January 29, 2013**

**Rock-Tenn Company**

(Exact name of registrant as specified in charter)

**Georgia**

(State or Other Jurisdiction  
of Incorporation)

**001-12613**

(Commission File Number)

**62-0342590**

(IRS Employer Identification No.)

**504 Thrasher Street, Norcross, Georgia**

(Address of principal executive offices)

**30071**

(Zip Code)

**(770) 448-2193**

(Registrant's telephone number, including area code)

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 5.07. Submission of Matters to a vote of Security Holders****(a) Annual Meeting of Shareholders**

The Company held its annual meeting of shareholders on January 25, 2013 at which we submitted the following matters to a vote of our shareholders:

**(b) Election of Directors**

Votes cast for or withheld regarding three individuals nominated for election to serve on our board of directors for a term expiring in 2016 were as follows:

|                             | For        | Withheld  | Broker Non- Vote |
|-----------------------------|------------|-----------|------------------|
| G. Stephen Felker           | 56,820,000 | 2,626,125 | 4,155,417        |
| Lawrence L. Gellerstedt III | 57,153,787 | 2,292,338 | 4,155,417        |
| John W. Spiegel             | 57,148,542 | 2,297,583 | 4,155,417        |

Additional directors, whose term of office as directors continued after the meeting, are as follows:

| Term expiring in 2014 | Term expiring in 2015 |
|-----------------------|-----------------------|
| J. Powell Brown       | Timothy J. Bernlohr   |
| Robert M. Chapman     | James A. Rubright     |
| Terrell K. Crews      | Bettina M. Whyte      |
| Russell M. Currey     |                       |

**(c) Other Matters**

Votes cast for or against, as well as the number of abstentions and broker non-votes regarding each other matter voted upon at the meeting, were as follows:

|  | For        | Against   | Abstain | Broker Non-Vote |
|--|------------|-----------|---------|-----------------|
| Adopt and approve the amended and restated Annual Executive Bonus Program to amend and restate Rock-Tenn Company's current Annual Executive Bonus Program primarily to incorporate the same business criteria for performance goals for the program's participants as the business criteria for performance goals that are set forth in the Rock-Tenn Company Amended and Restated 2004 Incentive Stock Plan and to increase the maximum bonus amount that a participant may receive for any fiscal year | 58,192,053 | 1,118,938 | 135,134 | 4,155,417       |
| Ratify the Appointment of Ernst & Young LLP to serve as Independent Registered Public Accounting Firm  | 63,063,466 | 516,091   | 21,985  | 0               |
| Advisory vote on executive compensation  | 51,579,787 | 7,487,506 | 378,832 | 4,155,417       |
| Vote on shareholder proposal   | 50,891,147 | 8,152,338 | 402,640 | 4,155,417       |



**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.

ROCK-TENN  
COMPANY  
(Registrant)

Date: January 29, 2013      By: /s/ Robert B. McIntosh  
Robert B. McIntosh  
Executive Vice-President,  
General Counsel  
And Secretary