

NEOGEN CORP
Form 8-K
October 25, 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) October 4, 2012

NEOGEN CORPORATION

(Exact name of registrant as specified in its charter)

MICHIGAN
(State or other jurisdiction

of incorporation)

0-17988
(Commission

File Number)

38-2367843
(IRS Employer

Identification No.)

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620 Leshar Place Lansing, Michigan

(Address of principal executive offices)

Registrant's telephone number, including area code 517-372-9200

48912

(Zip Code)

Not Applicable

(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

On October 4, 2012, Neogen Corporation (the Company) held its 2012 Annual Meeting of Shareholders, at which meeting 22,151,175 of the 23,750,210 shares outstanding and entitled to vote were present and voted. The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's Proxy Statement dated as of, and filed with Securities and Exchange Commission on August 31, 2012. The voting results are as follows:

Proposal 1 Election of Directors

| Nominee | For | Withheld |
|--------------------|------------|-----------|
| Lon M. Bohannon | 17,467,803 | 1,188,574 |
| Richard T. Crowder | 18,010,911 | 645,466 |
| A. Charles Fischer | 17,661,341 | 995,036 |

Proposal 2 To Approve, by Non-Binding Vote, the Compensation of Executives

The shareholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy materials.

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 17,960,058 | 534,940 | 161,646 | 3,494,788 |

Proposal 3 Ratification of the Appointment of the Company's Independent Registered Public Accounting Firm

The shareholders ratified the appointment of Ernst & Young LLP as the Company's auditors for the fiscal year ending May 31, 2013.

| For | Against | Abstain | Broker Non-Vote |
|------------|---------|---------|-----------------|
| 21,792,134 | 330,272 | 28,758 | 0 |

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.

NEOGEN CORPORATION

(Registrant)

/s/ Steven J. Quinlan
Steven J. Quinlan

Vice President & CFO

Date: October 25, 2012