

ELAN CORP PLC  
Form 6-K  
May 30, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
under the Securities Exchange Act of 1934

For the month of May 2012

Commission File Number 001-13896

Elan Corporation, plc

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(Translation of registrant's name into English)

Treasury Building, Lower Grand Canal Street, Dublin 2, Ireland

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(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes  No

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes  No

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other

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Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):

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This Report of Foreign Issuer on Form 6-K is incorporated by reference into the Post-Effective Amendments on Forms F-3 and S-8 to the Registration Statement on Form F-3 of Elan Corporation, plc (Registration No. 333-100252), and the Registration Statements on Form S-8 of Elan Corporation, plc (Registration Nos. 333-100556, 333-07361, 333-121021, 333-135184, 333-135185 and 333-154573).

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## Elan Corporation, plc Annual General Meeting (“AGM”) 2012

## Proxy Voting on Resolutions

Details of votes lodged by proxy on each of the resolutions proposed at the AGM held on 24 May 2012, as disclosed at the AGM under the provisions of the UK Corporate Governance Code.

| No. | Resolution  | Total Voted (1) | Vote For    | Vote Against | Vote Withheld(2) |
|-----|---|-----------------|-------------|--------------|------------------|
| 1   | To receive and consider the financial statements for the year ended 31 December 2011 together with the reports of the Directors and Auditors thereon. | 412,539,411     | 410,890,280 | 1,649,131    | 813,402          |
| 2   | To re-elect Dr. Lars Ekman who retires from the Board in accordance with the requirements of the Articles of Association.                             | 412,978,662     | 405,406,612 | 7,572,050    | 374,151          |
| 3   | To elect Mr. Hans Peter Hasler who retires from the Board by rotation in accordance with the requirements of the Articles of Association.             | 412,809,464     | 403,115,525 | 9,693,939    | 543,349          |
| 4   | To re-elect Mr. Robert Ingram who retires from the Board in accordance with the requirements of the UK Corporate Governance Code.                     | 409,453,235     | 390,950,825 | 18,502,410   | 3,899,578        |
| 5   | To re-elect Mr. Gary Kennedy who retires from the Board in accordance with the requirements of the Articles of Association.                           | 412,844,442     | 397,199,561 | 15,644,881   | 508,371          |
| 6   | To re-elect Mr. Patrick Kennedy who retires from the Board in accordance with the requirements of the Articles of Association.                        | 410,039,567     | 390,005,809 | 20,033,758   | 3,305,990        |
| 7   | To re-elect Mr. Giles Kerr who retires from the Board in accordance with the requirements of the UK Corporate Governance Code.                        | 412,838,759     | 396,784,106 | 16,054,653   | 514,054          |
| 8   | To re-elect Mr. Kelly Martin who retires from the Board by rotation in accordance with the requirements of the Articles of Association.               | 413,084,856     | 383,809,735 | 29,275,121   | 267,957          |
| 9   | To re-elect Mr. Kieran McGowan who retires from the Board in accordance with the requirements of the UK Corporate Governance                          | 412,466,967     | 377,225,447 | 35,241,520   | 885,846          |

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|    |   |             |             |            |           |
|----|---|-------------|-------------|------------|-----------|
|    | Code.   |             |             |            |           |
| 10 | To re-elect Mr. Kyran McLaughlin who retires from the Board in accordance with the requirements of the UK Corporate Governance Code.      | 409,501,862 | 366,556,919 | 42,944,943 | 3,850,951 |
| 11 | To re-elect Mr. Donal O'Connor who retires from the Board by rotation in accordance with the requirements of the Articles of Association. | 412,906,943 | 397,873,782 | 15,033,161 | 445,870   |
| 12 | To re-elect Mr. Richard Pilnik who retires from the Board by rotation in accordance with the requirements of the Articles of Association. | 412,962,184 | 402,002,159 | 10,960,025 | 390,629   |
| 13 | To re-elect Dr. Dennis Selkoe who retires from the Board in accordance with the requirements of the UK Corporate Governance Code.         | 412,565,059 | 392,086,341 | 20,478,718 | 787,754   |
| 14 | To elect Dr. Andrew von Eschenbach who retires from the Board in accordance with the requirements of the Articles of Association.         | 413,048,430 | 400,883,142 | 12,165,288 | 304,383   |
| 15 | To authorise the Directors to fix the remuneration of the Auditors.   | 412,899,218 | 397,852,474 | 15,046,744 | 452,895   |
| 16 | To approve and adopt the Elan Corporation, plc 2012 Long Term Incentive Plan.   | 412,214,106 | 379,833,689 | 32,380,417 | 1,138,707 |
| 17 | To approve and adopt the Elan Corporation, plc Employee Equity Purchase Plan (2012 Amendment).  | 412,872,048 | 405,793,341 | 7,078,707  | 480,765   |
| 18 | To authorise the Directors to allot and issue relevant securities.  | 412,296,696 | 383,761,082 | 28,535,614 | 1,056,117 |
| 19 | To authorise the disapplication of pre-emption rights.  | 412,139,372 | 404,786,263 | 7,353,109  | 1,213,441 |
| 20 | To reduce the Company's share capital.  | 412,390,527 | 407,114,747 | 5,275,780  | 962,286   |
| 21 | To convert the executive shares to redeemable executive shares.   | 412,246,746 | 403,841,251 | 8,405,495  | 1,106,067 |
| 22 | To amend the Articles of Association.   | 411,882,434 | 404,848,058 | 7,034,376  | 1,470,379 |
| 23 | To authorise the Company to make market purchases of its own shares.  | 412,814,113 | 407,969,443 | 4,844,670  | 538,700   |
| 24 | To set the re-issue price range for treasury shares.  | 412,534,076 | 405,079,395 | 7,454,681  | 818,737   |
| 25 | To retain a 14 day notice period for Extraordinary General Meetings.  | 412,812,295 | 361,181,719 | 51,630,576 | 540,518   |

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- (1) The total number of shares in respect of which proxy appointments have been validly made includes votes for, against, and discretionary proxies in favour of the Chairman.
  - (2) A 'vote withheld' is not a vote in law and is not counted in the calculation of the outcome of the resolutions.
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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, thereunto duly authorized.

ELAN CORPORATION, PLC

By: /s/ William F. Daniel  
William F. Daniel  
EVP, Company Secretary

Date: May 30, 2012

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