

POOL CORP
Form 8-K
May 06, 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 5, 2011 (May 4, 2011)

POOL CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware | 0-26640 | 36-3943363 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 109 Northpark Boulevard, Covington, Louisiana | 70433-5001 |
| (Address of principal executive offices) | (Zip Code) |

985-892-5521
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 Stockholders

The Annual Meeting of Stockholders of Pool Corporation was held on May 4, 2011.

(b) Voting Results

Stockholders elected eight directors to serve a one-year term or until their successors are elected and qualified. The final votes with respect to each director were as follows:

| | Number of Shares | | Broker Non-Votes |
|----------------------------------|------------------|-----------|---------------------|
| | For | Withheld | |
| Andrew W. Code | 42,779,697 | 202,788 | 3,397,047 |
| James J. Gaffney | 38,176,611 | 4,805,874 | 3,397,047 |
| George T. Haymaker, Jr. | 42,842,057 | 140,428 | 3,397,047 |
| Manuel J. Perez de la Mesa | 42,749,413 | 233,072 | 3,397,047 |
| Wilson B. Sexton | 42,775,198 | 207,287 | 3,397,047 |
| Harlan F. Seymour | 42,847,170 | 135,315 | 3,397,047 |
| Robert C. Sledd | 42,780,209 | 202,276 | 3,397,047 |
| John E. Stokely | 42,776,788 | 205,697 | 3,397,047 |

Stockholders ratified the retention of Ernst & Young LLP, certified public accountants, as our independent registered public accounting firm for the fiscal year ending December 31, 2011. The final votes were as follows:

| | Number of Shares | | | Broker Non-Votes |
|--|------------------|---------|---------|---------------------|
| | For | Against | Abstain | |
| | 46,225,572 | 150,065 | 3,895 | – |

Stockholders approved, on an advisory and non-binding basis, the compensation of our named executive officers (the say-on-pay vote). The final votes were as follows:

| | Number of Shares | | | Broker Non-Votes |
|--|------------------|---------|-----------|---------------------|
| | For | Against | Abstain | |
| | 40,265,553 | 931,064 | 1,785,868 | 3,397,047 |

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Stockholders elected, on an advisory and non-binding basis, that we hold future advisory votes on executive compensation every year (the frequency vote). The final votes were as follows:

| Number of Shares | | | | Broker |
|------------------|---------|------------|-----------|-----------|
| 3 Years | 2 Years | 1 Year | Abstain | Non-Votes |
| 4,852,390 | 35,154 | 36,296,815 | 1,798,126 | 3,397,047 |

Based on these results, and consistent with the Board's previous recommendation, we intend to hold an advisory say-on-pay vote every year until the next frequency vote is required.

Item 7.01 Regulation FD Disclosure.

On May 5, 2011, Pool Corporation issued the press release included herein as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Pool Corporation on May 5, 2011, announcing the authorization by its Board of Directors of a new \$100.0 million share repurchase program, the declaration of a quarterly cash dividend and the voting results of its annual meeting.

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.

POOL CORPORATION

By: /s/ Mark W. Joslin
Mark W. Joslin
Vice President and Chief Financial
Officer

Dated: May 5, 2011