

BELDEN INC.
Form 8-K
May 19, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 18, 2011
Belden Inc.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

Delaware

001-12561

36-3601505

(State or other jurisdiction of
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**7733 Forsyth Boulevard, Suite 800
St. Louis, Missouri 63105**

(Address of Principal Executive Offices, including Zip Code)

(314) 854-8000

(Registrant's telephone number, including area code)

n/a

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if this 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) Effective May 18, 2011, the Board amended Section 2 of Article III of the Company's Third Amended and Restated Bylaws to provide for a board of eleven members. The revised language of Article III, Section 2 is included in Exhibit 3.1 hereof.

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

On May 18, 2011, the Company held its regular Annual Meeting of Stockholders. The stockholders considered four proposals. The results of the voting were as follows:

Proposal 1: Election of Eleven Directors for a One-Year Term.

| | Shares Voted For | Shares Withheld |
|--------------------|-----------------------------|----------------------------|
| David Aldrich | 41,233,586 | 1,479,325 |
| Lance C. Balk | 41,385,631 | 1,327,280 |
| Judy L. Brown | 40,756,840 | 1,956,071 |
| Bryan C. Cressey | 41,391,918 | 1,320,993 |
| Glenn Kalnasy | 29,974,836 | 12,738,075 |
| Mary S. McLeod | 41,256,300 | 1,456,611 |
| George Minnich | 41,920,412 | 792,499 |
| John M. Monter | 41,221,139 | 1,491,772 |
| Bernard G. Rethore | 29,397,704 | 13,315,207 |
| John S. Stroup | 41,671,452 | 1,041,459 |
| Dean Yoost | 41,921,822 | 791,089 |

Proposal 2: Advisory Vote on Executive Compensation.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 29,252,230 | 13,262,743 | 197,938 | 0 |

Proposal 3: Advisory Vote to Determine the Frequency of Future Advisory Votes on Executive Compensation

| One Year | Two Years | Three Years | Abstain |
|-----------------|------------------|--------------------|----------------|
| 35,381,207 | 500,635 | 6,628,625 | 202,444 |

Proposal 4: Approval of the Belden Inc. 2011 Long Term Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 27,944,460 | 14,693,587 | 74,864 | 0 |

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

3.1 Amendment to Third Amended and Restated Bylaws of Belden Inc.

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.

BELDEN INC.

Date: May 19, 2011

By: /s/ Kevin L. Bloomfield
Kevin L. Bloomfield
Senior Vice President, Secretary
and General Counsel

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