

Edgar Filing: DealerTrack Holdings, Inc. - Form 8-K

- “ 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.

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

The information in this Item is furnished to, but not filed with, the Securities and Exchange Commission solely under Item 5.07 of Form 8-K, "Submission of Matters to a Vote of Security Holders." DealerTrack Holdings, Inc. held its 2012 Annual Meeting of Stockholders on June 20, 2012, at which stockholders considered and approved items (1), (2), (4) and (5) below by the votes indicated. Stockholders also cast an advisory vote approving the compensation of our executive officers, as set forth in item (3). For a more complete description of each of the proposals, please see the Company's proxy statement dated April 30, 2012.

- (1) To elect three members to the Board of Directors for three-year terms as Class I Directors, to serve until the 2015 Annual Meeting of Stockholders and until their successors are elected.

| Nominees: | FOR | WITHHELD | BROKER NON-VOTES |
|-----------------------|------------|-----------------|-------------------------|
| James Foy | 36,445,004 | 3,158,597 | 1,828,279 |
| James David Power III | 38,558,766 | 63,596 | 1,828,279 |
| Howard Tischler | 38,559,364 | 62,998 | 1,828,279 |

- (2) To ratify the selection of PricewaterhouseCoopers LLP as DealerTrack's independent registered public accounting firm for the fiscal year ending December 31, 2012.

| FOR | AGAINST | ABSTAIN |
|------------|----------------|----------------|
| 39,735,868 | 714,460 | 313 |

- (3) Advisory vote to approve the compensation of our executive officers.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|----------------|----------------|-------------------------|
| 36,080,071 | 2,539,637 | 2,654 | 1,828,279 |

- (4) To amend and restate our Third Amended and Restated 2005 Incentive Award Plan to provide for an increase in the number of shares of common stock we may issue under the 2005 Plan by 2.3 million to a total of 13.2 million

shares.

| FOR | AGAINST | ABSTAIN | BROKER NON-VOTES |
|------------|-----------|---------|------------------|
| 37,037,296 | 1,583,873 | 1,193 | 1,828,279 |

(5) To amend our Fifth Amended and Restated Certificate of Incorporation to change our name from “DealerTrack Holdings, Inc.” to “Dealertrack Technologies, Inc.

| FOR | AGAINST | ABSTAIN |
|------------|---------|---------|
| 40,365,012 | 29,689 | 24 |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

None.

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.

Date: June 25, 2012

DealerTrack Holdings, Inc.

By: /s/ Eric D. Jacobs
Eric D. Jacobs
Senior Vice President, Chief Financial and
Administrative Officer