

NEWPORT CORP
Form 8-K
May 17, 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)

May 15, 2012

NEWPORT CORPORATION

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1791 Deere Avenue, Irvine, California
(Address of principal executive offices)

(949) 863-3144

92606
(Zip Code)

(Registrant's telephone number, including area 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:

- .. 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.

The annual meeting of stockholders of the Registrant was held on May 15, 2012. Of the 37,824,866 shares of the Registrant's common stock issued and outstanding and entitled to vote at the meeting, there were present at the meeting, in person or by proxy, the holders of 35,152,781 shares of common stock, representing approximately 92.9% of the total number of shares entitled to vote at the meeting. The following four proposals were presented and voted on at the meeting:

Proposal 1

To elect five nominees, Christopher Cox, Robert L. Guyett, Oleg Khaykin, Robert J. Phillippy and Peter J. Simone, as members of the Board of Directors, to serve for a one-year term expiring at the Registrant's annual meeting of stockholders in 2013. The five nominees were elected by a plurality of the shares present and entitled to vote at the meeting in person or by proxy. The voting results were:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|-----------|------------------|
| Christopher Cox | 26,805,415 | 3,976,090 | 4,371,276 |
| Robert L. Guyett | 29,903,708 | 877,797 | 4,371,276 |
| Oleg Khaykin | 30,539,825 | 241,680 | 4,371,276 |
| Robert J. Phillippy | 30,526,256 | 255,249 | 4,371,276 |
| Peter J. Simone | 25,316,577 | 5,464,928 | 4,371,276 |

Proposal 2

To ratify the appointment of Deloitte & Touche LLP as the Registrant's independent auditors for the fiscal year ending December 29, 2012. Such proposal was approved by more than a majority of the shares present and entitled to vote at the meeting in person or by proxy. The voting results were:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 34,837,805 | 299,836 | 15,140 | |

Proposal 3

To approve the Registrant's Second Amended and Restated Employee Stock Purchase Plan. Such proposal was approved by more than a majority of the shares present and entitled to vote at the meeting in person or by proxy. The voting results were:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 29,536,591 | 1,208,555 | 36,359 | 4,371,276 |

Proposal 4

An advisory vote on the approval of the compensation of the Registrant's named executive officers. Such proposal was approved by more than a majority of the shares present and entitled to vote at the meeting in person or by proxy. The voting results were:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 29,483,952 | 955,387 | 342,166 | 4,371,276 |

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.

May 17, 2012

NEWPORT CORPORATION

By: */s/ Jeffrey B. Coyne*
Jeffrey B. Coyne
Senior Vice President, General Counsel and
Corporate Secretary