

BORGWARNER INC  
Form 8-K  
May 02, 2011

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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): April 27, 2011

BORGWARNER INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

1-12162  
(Commission File No.)

13-3404508  
(IRS Employer Identification No.)

3850 Hamlin Road, Auburn Hills, Michigan 48326  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (248) 754-9200

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

The Annual Meeting of the Shareholders of BorgWarner Inc. (the “Company”) was held on Wednesday, April 27, 2011. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

(a) Votes regarding the reelection of Robin J. Adams, David T. Brown, Jan Carlson, and Dennis C. Cuneo to the board of directors:

|         | For        | Against   | Withheld/Abstention | Broker Non-Votes |
|---------|------------|-----------|---------------------|------------------|
| Adams   | 81,286,132 | 9,914,097 | 59,569              | 6,428,253        |
| Brown   | 89,600,132 | 1,432,337 | 227,329             | 6,428,253        |
| Carlson | 90,315,825 | 716,154   | 227,819             | 6,428,253        |
| Cuneo   | 90,318,056 | 712,791   | 228,951             | 6,428,253        |

(b) Votes regarding the ratification of the appointment of PriceWaterhouse Coopers LLP as independent auditors of the Company to serve for the fiscal year ending December 31, 2011:

|  | For        | Against | Abstain |
|--|------------|---------|---------|
|  | 96,877,624 | 787,704 | 22,723  |

(c) Advisory vote on compensation of our named executive officers:

|  | For        | Against   | Abstain   | Broker Non-Votes |
|--|------------|-----------|-----------|------------------|
|  | 88,194,022 | 1,821,397 | 1,244,379 | 6,428,253        |

(d) Advisory vote on the frequency of the advisory vote on compensation of our named executive officers:

|  | 3 Years    | 2 Years   | 1 Year     | Abstain   |
|--|------------|-----------|------------|-----------|
|  | 26,364,372 | 1,718,411 | 61,969,059 | 1,207,956 |

In light of these voting results the Company’s board of directors decided that the Company will hold annual advisory votes on compensation of named executive officers.

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.

BORGWARNER INC.

Dated: May 2, 2011

By: /s/ John J.  
Gasparovic  
Name: John J. Gasparovic  
Its: Secretary