

GENTEX CORP  
Form 8-K  
May 17, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

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Washington, DC 20549

**FORM 8-K**

# **CURRENT REPORT**

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**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 12, 2011

# **GENTEX CORPORATION**

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(Exact name of registrant as specified in its charter)

**Michigan**

**0-10235**

**38-2030505**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**600 North Centennial Street**

**49464**

**Zeeland, Michigan**

**(Address of principal executive  
offices)**

(Zip Code)

Registrant's telephone number, including area code: **(616) 772-1800**

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(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 (see General Instruction A.2. below):

- £ 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)-(b) On May 12, 2011, Gentex Corporation (the "Company") held its 2011 Annual Meeting of Shareholders. The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company's Proxy Statement dated April 4, 2011. The voting results are as follows:

Election of Directors

The following three individuals were elected to serve as directors of the Company to hold office for three (3) year terms expiring in 2014:

| Nominee        | Votes For   | Votes Withheld | Broker Non-Votes |
|----------------|-------------|----------------|------------------|
| Arlyn Lanting  | 116,157,420 | 1,282,483      | 12,705,493       |
| Mark Newton    | 115,584,319 | 1,855,584      | 12,705,493       |
| Richard Schaum | 116,796,349 | 643,554        | 12,705,493       |

Shareholder Proposal Requesting that the Board of Directors Issue a Sustainability Report

The shareholders did not approve the shareholder proposal requesting that the Company's Board of Directors issue a sustainability report:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 35,081,448 | 57,745,073    | 24,613,382  | 12,705,493       |

Shareholder Proposal Requesting that the Board of Directors Initiate the Steps Required to Declassify the Board of Directors

The shareholders did approve the shareholder proposal requesting that the Company's Board of Directors initiate the steps required to declassify the Board of Directors:



|             |               |             |                  |
|-------------|---------------|-------------|------------------|
| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
| 100,430,041 | 16,830,418    | 179,444     | 12,705,493       |

Shareholder Proposal Requesting that the Board of Directors Initiate the Steps Required to Provide that the Director Nominees are Elected by Majority Vote in Non-Contested Director Elections

The shareholders did approve the shareholder proposal requesting that the Company's Board of Directors initiate the steps required to provide that the director nominees are elected by majority vote in non-contested director elections:

|            |               |             |                  |
|------------|---------------|-------------|------------------|
| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
| 89,980,207 | 19,018,818    | 2,964,563   | 17,870,819       |

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Ratification of the Appointment of Ernst & Young LLP as the Company's Auditors for the Fiscal Year Ended December 31, 2011

The shareholders did ratify the appointment of Ernst & Young LLP to serve as the Company's auditors for the fiscal year ended December 31, 2011.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 128,956,702 | 1,078,201     | 110,493     | 0                |

Proposal for Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers

The shareholders did approve, on an advisory basis, the compensation of the Company's named executive officers:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 115,641,619 | 1,337,845     | 460,439     | 12,705,493       |

Proposal, on an Advisory Basis, Regarding the Frequency of Future Shareholder Advisory Votes on Named Executive Officer Compensation

The shareholders did approve, on an advisory basis, every year for the frequency of future shareholder advisory votes on named executive officer compensation:

| Votes For Every Year | Votes For Two Years | Votes For Three Years | Abstentions | Broker Non-Votes |
|----------------------|---------------------|-----------------------|-------------|------------------|
| 84,314,052           | 22,957,022          | 9,311,881             | 856,948     | 0                |

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 thereunto duly authorized.

Dated: May 16, 2011

GENTEX CORPORATION  
(Registrant)

By: /s/ Enoch Jen  
Enoch Jen  
Its Senior Vice President

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