

SMUCKER J M CO
Form 8-K
August 22, 2011

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): August 17, 2011

The J. M. Smucker Company

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or Other Jurisdiction
of Incorporation)

001-05111
(Commission
File Number)

34-0538550
(IRS Employer
Identification No.)

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One Strawberry Lane

Orrville, Ohio
(Address of Principal Executive Offices)

44667-0280
(Zip Code)

Registrant's telephone number, including area code: (330) 682-3000

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

- .. 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 J. M. Smucker Company (the Company) held its Annual Meeting of Shareholders (the Meeting) on August 17, 2011, in Wooster, Ohio, pursuant to the Notice of the 2011 Annual Meeting of Shareholders and the Proxy Statement sent on or about July 7, 2011 to all shareholders of record at the close of business on June 22, 2011. At the Meeting, 102,180,113 shares were represented in person or by proxy, which constituted a quorum. The final results for each of the matters submitted to a vote of the shareholders at the Meeting are set forth below.

1. The shareholders re-elected the following four Directors to each serve a three-year term expiring at the 2014 Annual Meeting of Shareholders. The votes on this proposal were as follows:

| | Number of Votes | | | |
|---------------------|-----------------|-----------|---------|------------------|
| | For | Against | Abstain | Broker Non-Votes |
| Vincent C. Byrd | 84,696,298 | 4,750,610 | 115,221 | 12,617,984 |
| R. Douglas Cowan | 87,269,654 | 2,164,240 | 128,235 | 12,617,984 |
| Elizabeth Valk Long | 86,855,277 | 2,580,556 | 126,296 | 12,617,984 |
| Mark T. Smucker | 84,806,164 | 4,633,080 | 122,885 | 12,617,984 |

2. The shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2012. The votes on this proposal were as follows:

| For | Number of Votes | | Broker Non-Votes |
|------------|-----------------|---------|------------------|
| | Against | Abstain | |
| 99,145,940 | 2,772,258 | 261,915 | 0 |

3. The shareholders approved, on an advisory basis, the Company's executive compensation, as disclosed in the Company's Proxy Statement. The votes on this proposal were as follows:

| For | Number of Votes | | Broker Non-Votes |
|------------|-----------------|---------|------------------|
| | Against | Abstain | |
| 86,580,069 | 2,167,846 | 814,214 | 12,617,984 |

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4. The shareholders approved, on an advisory basis, the preferred frequency of one year for future advisory votes on the Company's executive compensation. The votes on this proposal were as follows:

| Number of Votes | | | | |
|-----------------|-----------|------------|---------|------------------|
| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
| 77,029,128 | 1,588,007 | 10,117,691 | 827,303 | 12,617,984 |

In accordance with the Board of Directors' recommendation and the voting results on this advisory proposal, the Company has decided that it will hold an advisory shareholder vote on the Company's executive compensation each year until the next required advisory vote on the frequency of an executive compensation vote, which will occur no later than the Company's 2017 Annual Meeting of Shareholders.

5. The shareholders did not approve the shareholder proposal requesting that the Company publish a coffee sustainability report within six months of the Meeting. The votes on this proposal were as follows:

| Number of Votes | | | |
|-----------------|------------|------------|------------------|
| For | Against | Abstain | Broker Non-Votes |
| 22,666,346 | 51,739,625 | 15,156,158 | 12,617,984 |

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 hereunto duly authorized.

THE J. M. SMUCKER COMPANY

By: /s/ Jeannette L. Knudsen
Name: Jeannette L. Knudsen
Title: Vice President, General Counsel and
Corporate Secretary

Date: August 19, 2011