

WEYCO GROUP INC  
Form 8-K  
May 04, 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): May 3, 2011

WEYCO GROUP, INC.

(Exact name of registrant as specified in its charter)

|  |                                       |   |
|--|---------------------------------------|---|
| Wisconsin<br>(State or other jurisdiction<br>of incorporation) | 0-9068<br>(Commission<br>File Number) | 39-0702200<br>(I.R.S. Employer<br>Identification No.) |
|--|---------------------------------------|---|

|   |                     |
|---|---------------------|
| 333 W. Estabrook Blvd.<br>P. O. Box 1188<br>Milwaukee, WI<br>(Address of principal executive offices) | 53201<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code 414-908-1600

(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

Weyco Group, Inc. (the “Company”) held its 2011 Annual Meeting of Shareholders on May 3, 2011. There were 11,358,561 outstanding shares eligible to vote as of March 14, 2011, the record date for the 2011 Annual Meeting. At the meeting, the following actions were taken:

(i) The shareholders elected two directors to the Company’s Board of Directors for terms expiring at the Annual Meeting in the year 2014. The directors elected, as well as the number of votes cast for, votes withheld and broker non-votes for each individual are set forth below:

| Nominee                  | Votes For | Votes Withheld | Broker Non-Votes |
|--------------------------|-----------|----------------|------------------|
| Thomas W. Florsheim, Jr. | 9,400,557 | 195,949        | -                |
| Robert Feitler           | 8,277,094 | 1,319,412      | -                |

The terms of the other directors of the Company continue until the Annual Meeting in the year set forth below:

| Director            | Term | Director                   | Term |
|---------------------|------|----------------------------|------|
| Thomas W. Florsheim | 2013 | John W. Florsheim          | 2012 |
| Tina Chang          | 2013 | Frederick P. Stratton, Jr. | 2012 |
|                     |      | Cory L. Nettles            | 2012 |

(ii) The shareholders approved a proposal to ratify the Audit Committee’s appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2011 with the following votes:

|                     |                      |
|---------------------|----------------------|
| Votes for approval: | Amount<br>10,107,529 |
| Votes against:      | 160,562              |
| Abstentions:        | 32,040               |
| Broker Non-votes:   | 397                  |

(iii) The Weyco Group, Inc. 2011 Incentive Plan was approved by the shareholders with the following votes:

|                     |                     |
|---------------------|---------------------|
| Votes for approval: | Amount<br>7,385,670 |
| Votes against:      | 2,175,454           |
| Abstentions:        | 35,382              |
| Broker Non-votes:   | 704,022             |

(iv) The compensation of the Company’s named executive officers was approved by shareholders in an advisory vote, with the following votes:

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|                     | Amount    |
|---------------------|-----------|
| Votes for approval: | 9,315,796 |
| Votes against:      | 242,293   |
| Abstentions:        | 38,417    |
| Broker              | 704,022   |
| Non-votes:          |           |

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(v) In an advisory vote as to the frequency of the advisory vote on the compensation of the named executive officers, the shareholders voted as follows:

|              | Amount    |
|--------------|-----------|
| Three years: | 5,592,873 |
| Two years:   | 8,281     |
| One year:    | 3,962,026 |
| Abstentions: | 33,723    |
| Broker       | 703,625   |
| Non-votes:   |           |

The Company's Board of Directors considered the results of the advisory vote on the frequency of future advisory votes on executive compensation and determined that it would hold future votes on executive compensation every three years until the next shareholder vote on the frequency of these votes.

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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.

Date: May 4, 2011

WEYCO GROUP, INC.

/s/ John Wittkowske  
John Wittkowske  
Senior Vice President/CFO

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