

Edgar Filing: WERNER ENTERPRISES INC - Form 8-K

WERNER ENTERPRISES INC  
Form 8-K  
May 08, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 8, 2012

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WERNER ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

NEBRASKA (State or other jurisdiction of incorporation)	0-14690 (Commission File Number)	47-0648386 (IRS Employer Identification No.)
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14507 FRONTIER ROAD POST OFFICE BOX 45308 OMAHA, NEBRASKA (Address of principal executive offices)	68145 (Zip Code)
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Registrant's telephone number, including area code: (402) 895-6640

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.

(a) Annual Meeting Date.

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The Annual Meeting of Stockholders of the Company was held on May 8, 2012 (the "Annual Meeting").

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(b) Election of Directors and Other Matters Voted Upon.  
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At the Annual Meeting, the two proposals stated below were submitted to a vote of the Company's stockholders of record as of March 19, 2012. (Each proposal is described in detail in the Company's definitive proxy statement filed with the SEC on April 3, 2012.)

The final voting results for each proposal are provided below.

Proposal 1. The Company's stockholders elected three Class III directors  
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to each serve on the Company's Board for a three-year term expiring at the 2015 Annual Meeting of Stockholders and one Class I director to serve on the Company's Board for a one-year term expiring at the 2013 Annual Meeting of Stockholders and until their respective successors are elected and qualified. Final voting results for the elected directors were as follows:

	For -----	Against -----	Abstained -----	Broker Non-Votes -----
Clarence L. Werner	66,478,632	0	1,635,240	1,798,395
Patrick J. Jung	67,273,632	0	840,240	1,798,395
Duane K. Sather	66,978,898	0	1,134,974	1,798,395
Dwaine J. Peetz, Jr., M.D.	66,719,568	0	1,394,304	1,798,395

Proposal 2. The Company's stockholders ratified the appointment of KPMG  
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LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012. Final voting results were as follows:

For -----	Against -----	Abstained -----	Broker Non-Votes -----
69,689,598	213,770	8,899	0

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.

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WERNER ENTERPRISES, INC.

Date: May 8, 2012  
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By: /s/ John J. Steele  
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John J. Steele  
Executive Vice President,  
Treasurer and Chief  
Financial Officer

Date: May 8, 2012  
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By: /s/ James L. Johnson  
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James L. Johnson  
Executive Vice President,  
Chief Accounting Officer and  
Corporate Secretary