

CORN PRODUCTS INTERNATIONAL INC  
Form 8-K  
May 24, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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 18, 2011**

**CORN PRODUCTS INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-13397**  
(Commission  
File Number)

**22-3514823**  
(IRS Employer  
Identification No.)

**5 Westbrook Corporate Center, Westchester, Illinois**  
(Address of Principal Executive Offices)

**60154-5749**  
(Zip Code)

**(708) 551-2600**

(Registrant's Telephone Number, Including Area Code)

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**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:

- 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) The annual meeting of the company's stockholders was held on May 18, 2011. As of the record date of the meeting, 76,297,331 shares of common stock were issued and outstanding.

(b) At the annual meeting, the following matters were submitted to a vote of security holders. The number of votes cast for, against, or withheld and the number of abstentions and broker non-votes as to each such matter were as follow:

**1. Election of Directors**

The following nominees were elected to serve as Class III Directors of the company each for a term of one year and until his successor has been duly elected and shall have qualified or until his earlier death, removal or resignation with votes cast as follow:

| Name               | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Richard J. Almeida | 58,833,735 | 3,090,178      | 6,012,795        |
| Gregory B. Kenny   | 60,309,490 | 1,614,423      | 6,012,795        |
| James M. Ringle    | 51,201,036 | 10,722,877     | 6,012,795        |

**2. Advisory Vote on Compensation of Named Executive Officers**

The votes cast on a proposal to approve, on an advisory basis, the compensation of the company's Named Executive Officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosures in the proxy statement for the company's 2011 annual meeting of stockholders were as follow:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 57,832,886 | 2,653,580     | 1,437,447   | 6,012,795        |

**3. Advisory Vote on the Frequency of Future Advisory Votes on Compensation of Named Executive Officers**

The votes cast on a proposal asking stockholders to vote on an advisory basis for the company to request future stockholder advisory votes on the compensation of the company's Named Executive Officers every year, every two years or every three years were as follow:

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|----------|-----------|-------------|-------------|------------------|
|----------|-----------|-------------|-------------|------------------|

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54,674,610

196,098

5,759,465

1,293,740

6,012,795

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**4. Ratification of Appointment of Auditors**

The votes cast on a proposal to ratify the appointment by the audit committee of the board of directors of the firm of KPMG LLP as the independent registered public accounting firm of the company and its subsidiaries, in respect of the company's operations in 2011, were as follow:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 67,149,630       | 742,649              | 44,429             |

(c) Not applicable.

(d) A majority of the votes cast by stockholders were voted, on an advisory basis, to hold an advisory vote to approve compensation of executives as required by section 14A(a)(2) of the Securities and Exchange Act of 1934, as amended, every year. In line with this recommendation by our stockholders, the board of directors has decided that it will include an advisory stockholder vote on the compensation of executives in the company's proxy materials every year until the next required vote on the frequency of stockholder votes on the compensation of executives.

**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.

**CORN PRODUCTS INTERNATIONAL, INC.**

Date: May 24, 2011

By:

/s/ Cheryl K. Beebe  
Cheryl K. Beebe  
Executive Vice President and Chief Financial Officer