

Sara Lee Corp
Form 8-K
November 01, 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):

October 27, 2011

Sara Lee Corporation

(Exact name of registrant as specified in its charter)

Maryland

1-3344

36-2089049

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

3500 Lacey Road, Downers Grove, Illinois

60515

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(630) 598-6000

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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Top of the Form**Item 5.07. Submission of Matters to a Vote of Security Holders.**

Sara Lee Corporation (Sara Lee) held its 2011 annual meeting of stockholders on October 27, 2011. A total of 493,871,723 shares of Sara Lee common stock, or 83.61% of our outstanding shares of common stock, were represented at the annual meeting in person or by proxy. The final results for each of the matters submitted to a stockholder vote at the annual meeting are as follows:

1. The stockholders elected 12 directors to each serve a one-year term until our 2012 annual meeting of stockholders or until his or her successor has been duly chosen and qualified. The votes regarding this proposal were as follows:

| Nominee | For | Withheld | Abstain | Broker Non-Votes |
|------------------------|-------------|------------|-----------|------------------|
| Christopher B. Begley | 415,028,425 | 5,884,962 | 1,279,266 | 71,679,070 |
| Jan Bennink | 412,851,266 | 7,891,282 | 1,450,105 | 71,679,070 |
| Crandall C. Bowles | 414,540,184 | 6,337,970 | 1,314,499 | 71,679,070 |
| Virgis W. Colbert | 342,983,989 | 75,601,416 | 3,607,248 | 71,679,070 |
| James S. Crown | 410,746,489 | 10,232,251 | 1,213,913 | 71,679,070 |
| Laurette T. Koellner | 414,904,044 | 6,037,891 | 1,250,718 | 71,679,070 |
| Cornelis J.A. van Lede | 378,269,459 | 42,650,213 | 1,272,981 | 71,679,070 |
| Dr. John McAdam | 378,043,254 | 42,783,360 | 1,366,039 | 71,679,070 |
| Sir Ian Prosser | 414,463,978 | 6,502,997 | 1,225,678 | 71,679,070 |
| Norman R. Sorensen | 415,078,383 | 5,811,443 | 1,302,827 | 71,679,070 |
| Jeffrey W. Ubben | 408,509,920 | 12,340,759 | 1,341,974 | 71,679,070 |
| Jonathan P. Ward | 415,115,393 | 5,794,915 | 1,282,345 | 71,679,070 |

2. The stockholders ratified the appointment of PriceWaterhouseCoopers LLP as Sara Lee's independent registered public accounting firm for fiscal year 2012. The votes regarding this proposal were as follows:

| For | Against | Abstentions |
|-------------|-----------|-------------|
| 483,934,589 | 8,201,774 | 1,735,360 |

3. The stockholders approved the advisory vote on executive compensation. The votes regarding this proposal were as follows:

| For | Against | Abstentions |
|-----|---------|-------------|
|-----|---------|-------------|

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| | | | |
|-------------|-----------|------------|---------------------|
| | | | Broker Non-Votes |
| 401,161,445 | 8,208,775 | 12,822,433 | 71,679,070 |

4. The stockholders recommended, on an advisory basis, that Sara Lee conduct future executive compensation votes every year. The votes regarding this proposal were as follows:

| | | | | |
|-------------|-----------|-------------|-------------|---------------------|
| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
| 345,885,369 | 1,490,498 | 62,852,954 | 11,963,382 | 71,679,070 |

In accordance with the recommendation of the stockholders, our Board of Directors has decided to include an advisory stockholder vote on executive compensation in our proxy materials every year until the next required advisory vote on the frequency of an executive compensation vote, which will occur no later than our 2017 annual meeting of stockholders.

5. The stockholders voted on a stockholder proposal requesting a report on political contributions, which was defeated. The votes regarding this proposal were as follows:

| | | | |
|------------|-------------|-------------|---------------------|
| For | Against | Abstentions | Broker Non-Votes |
| 49,212,290 | 326,702,216 | 46,278,147 | 71,679,070 |

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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.

Sara Lee Corporation

November 1, 2011

By: *Helen N. Kaminski*

Name: Helen N. Kaminski

Title: Assistant General Counsel, Corporate & Securities