

American Railcar Industries, Inc.  
Form 8-K  
June 09, 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): June 7, 2011.**

**AMERICAN RAILCAR INDUSTRIES, INC.**  
(Exact name of registrant as specified in its charter)

<b>North Dakota</b> (State or other Jurisdiction of Incorporation)	<b>000-51728</b> (Commission File Number)	<b>43-1481791</b> (IRS Employer Identification No.)
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<b>100 Clark Street</b> <b>St. Charles, Missouri</b> (Address of Principal Executive Offices)	<b>63301</b> (Zip Code)
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Registrant's telephone number, including area code: **(636) 940-6000**

**N/A**  
(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.**

American Railcar Industries, Inc. ( ARI or the Company ) held its annual meeting of shareholders (the Annual Meeting on June 7, 2011. At the Annual Meeting, shareholders voted on the following proposals and cast their votes as described below.

**Proposal 1**

The individuals listed below were elected at the Annual Meeting to serve on the Company's Board of Directors (the Board ) until the next annual meeting of shareholders or until their respective successors are duly elected and qualified.

<b>Nominee</b>	<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
Carl C. Icahn	14,632,112	4,818,090	3,525	
James J. Unger	14,192,478	5,254,999	6,250	
Vincent J. Intrieri	13,632,663	5,814,813	6,251	
Samuel Merksamer	14,627,960	4,819,517	6,250	
J. Mike Laisure	19,198,367	248,910	6,450	
James C. Pontious	19,197,569	249,907	6,251	
Harold First	18,732,076	712,701	8,950	
Brett Icahn	14,344,700	5,098,577	10,450	
Hunter Gary	14,623,601	4,820,975	9,151	

**Proposal 2**

An advisory vote on executive compensation, as described in the proxy materials. This proposal was approved.

<b>For</b>	<b>Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
19,213,966	41,456	198,305	

**Proposal 3**

An advisory vote on the frequency of the advisory vote on executive compensation, as described in the proxy materials. 1 year was approved.

<b>1 Year</b>	<b>2 Years</b>	<b>3 Years</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
18,818,392	38,580	398,937	197,817	

In light of these results, and consistent with the Company's recommendation, the Board has determined that the Company will hold an advisory vote on executive compensation every year.

**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: June 9, 2011

American Railcar Industries, Inc.

By: /s/ Dale C. Davies

Name: Dale C. Davies

Title: Senior Vice President, Chief  
Financial Officer and Treasurer