

KAR Auction Services, Inc.
Form 8-K
May 21, 2012

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 17, 2012**

KAR Auction Services, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

001-34568
(Commission File Number)

20-8744739
(I.R.S. Employer Identification No.)

13085 Hamilton Crossing Boulevard

Carmel, Indiana 46032

(Address of principal executive offices) (Zip Code)

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(800) 923-3725

(Registrant's telephone number, including area code)

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 stockholders of KAR Auction Services, Inc. (the Company) was held on May 17, 2012.
- (b) At the meeting, the stockholders:
- elected all 13 nominees for director on the Company's Board of Directors; and
 - ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2012.

The following are the final voting results for each of the two items voted on at the meeting.

1. Election of Directors:

| | Votes For | Votes Withheld | Broker Non-Votes |
|---------------------|-------------|----------------|------------------|
| David J. Ament | 125,694,242 | 9,114,037 | 577,545 |
| Kelly J. Barlow | 125,754,578 | 9,053,701 | 577,545 |
| Thomas J. Carella | 126,450,506 | 8,357,773 | 577,545 |
| Brian T. Clingen | 123,340,159 | 11,468,120 | 577,545 |
| Robert M. Finlayson | 132,336,936 | 2,471,343 | 577,545 |
| Peter R. Formanek | 132,297,496 | 2,510,783 | 577,545 |
| Michael B. Goldberg | 125,694,252 | 9,114,027 | 577,545 |
| James P. Hallett | 126,060,730 | 8,747,549 | 577,577 |
| Sanjeev K. Mehra | 125,427,935 | 9,380,344 | 577,545 |
| Church M. Moore | 124,665,658 | 10,142,621 | 577,545 |
| Thomas C. O'Brien | 125,687,977 | 9,120,302 | 577,545 |
| Gregory P. Spivy | 125,445,672 | 9,362,607 | 577,545 |
| Jonathan P. Ward | 131,865,419 | 2,942,860 | 577,545 |

2. Ratification of Appointment of KPMG LLP:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|-------------|---------------|---------|------------------|
| 135,115,178 | 269,760 | 886 | 0 |

- (c) Not applicable.

(d) Not applicable.

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.

Dated: May 21, 2012

KAR Auction Services, Inc.

By: /s/ Rebecca C. Polak

Name: Rebecca C. Polak

Title: Executive Vice President, General Counsel and Secretary