

CARLISLE COMPANIES INC  
Form 8-K  
May 08, 2015

**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**

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Date of Report (Date of earliest event reported): **May 6, 2015**

**CARLISLE COMPANIES INCORPORATED**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-9278**  
(Commission  
File Number)

**31-1168055**  
(IRS Employer  
Identification No.)

**11605 N. Community House Road, Suite 600, Charlotte, NC 28277**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(704) 501-1100**

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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) On May 6, 2015, Carlisle Companies Incorporated (the Company) held its annual meeting of stockholders.

(b) At the meeting, stockholders elected all three of the directors nominated by the Board. Each director received a greater number of votes cast for his or her election than votes withheld from his or her election as reflected below. The stockholders also approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the Company's proxy statement dated March 20, 2015 (the 2015 Proxy Statement). The stockholders also ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2015. The Company's stockholders approved an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 to 200,000,000. The stockholders also approved the Company's amended and restated Incentive Compensation Program. For more information on the proposals, see the 2015 Proxy Statement. The final voting results for each of the proposals presented at the meeting are set forth below.

**1. Election of directors:**

| Director          | Votes For  | Votes Withheld | Non-Votes |
|-------------------|------------|----------------|-----------|
| James D. Frias    | 85,994,071 | 438,187        | 3,948,500 |
| Lawrence A. Sala  | 85,728,942 | 703,316        | 3,948,500 |
| Magalen C. Webert | 85,630,617 | 801,641        | 3,948,500 |

**2. Advisory vote on executive compensation:**

| For        | Against   | Abstain | Non-Votes |
|------------|-----------|---------|-----------|
| 82,147,489 | 4,101,963 | 182,806 | 3,948,500 |

**3. Ratification of Ernst & Young LLP:**

| For        | Against | Abstain |
|------------|---------|---------|
| 89,920,449 | 412,841 | 47,468  |

**4. Approval of the Amendment to the Company's Restated Certificate of Incorporation:**

| For        | Against    | Abstain |
|------------|------------|---------|
| 68,776,840 | 21,414,529 | 189,389 |

**5. Approval of the amended and restated Incentive Compensation Program:**

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| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Non-Votes</b> |
|------------|----------------|----------------|------------------|
| 81,725,850 | 4,614,855      | 91,553         | 3,948,500        |

**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.

CARLISLE COMPANIES INCORPORATED

Date: May 8, 2015

By:

/s/ Steven J. Ford  
Steven J. Ford  
Vice President and Chief Financial Officer