

STEPAN CO  
Form 8-K  
April 26, 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): 04/24/2012**

**STEPAN COMPANY**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-4462**

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

**36-1823834**  
(IRS Employer  
Identification No.)

**Edens and Winnetka Road, Northfield, Illinois 60093**  
(Address of principal executive offices, including zip code)

**(847)446-7500**  
(Registrant's telephone number, including area code)

(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 2.02. Results of Operations and Financial Condition**

On April 24, 2012, Stepan Company ("Stepan") issued a press release providing its financial results for the first quarter ended March 31, 2012. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

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

Stepan held its Annual Meeting of Stockholders on April 24, 2012 (the "Annual Meeting"). At the Annual Meeting, there were 9,670,261 shares represented to vote either in person or by proxy, or 88.6% of the outstanding shares, which represented a quorum. Stockholders voted on the following matters at the Annual Meeting: (i) election of two nominees to serve as directors until the annual meeting of stockholders to be held in the year 2015; (ii) approval of the advisory resolution on the compensation of Stepan's named executive officers; and (iii) ratification of the appointment of Deloitte & Touche LLP ("Deloitte") as the independent registered public accounting firm for Stepan for 2012.

Set forth below are the matters acted upon at the Annual Meeting and the final voting results on each such matter as reported by our inspector of elections.

Proposal 1: Election of Directors

NAME	FOR	WITHHELD	BROKER NON-VOTES
Randall S. Dearth	8,879,772	64,490	726,000
Gregory E. Lawton	8,796,074	148,188	726,000

Proposal 2: Approval of the Advisory Resolution of Compensation of Stepan's Named Executive Officers

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
8,732,029	168,350	43,882	726,000

Proposal 3: Ratification of Appointment of Deloitte as the Independent Registered Public Accounting Firm for Fiscal Year 2012

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
9,552,691	102,167	15,402	0

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number: 99.1

Description: Press Release of Stepan Company dated April 24, 2012

**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.

STEPAN COMPANY

Edgar Filing: STEPAN CO - Form 8-K

Date: April 26, 2012

By: /s/ Kathleen Sherlock

---

Kathleen Sherlock  
Assistant Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release of Stepan Company dated April 24, 2012