

CHURCH & DWIGHT CO INC /DE/
Form 8-K
May 08, 2012

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 the report (Date of earliest event reported): May 3, 2012

CHURCH & DWIGHT CO., INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-------------------------------------|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-10585 (Commission File Number) | 13-4996950 (I.R.S. Employer Identification No.) |
| 469 North Harrison Street, Princeton, New Jersey (Address of Principal Executive Offices) | | 08543 (Zip Code) |

Registrant's telephone number, including area code: (609) 683-5900
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.

Church & Dwight Co., Inc. (the "Company") held its Annual Meeting of Stockholders (the "Annual Meeting") on May 3, 2012. The proposals submitted by the Board of Directors to a vote of stockholders, and the final results of the voting on each proposal, are noted below.

Proposal No. 1 — Election of Directors

The following nominees were elected by stockholders to serve on the Company's Board of Directors for a term of three years each:

| Nominees | For | Against | Abstain | Broker Non-Votes |
|-------------------------|-------------|-----------|---------|------------------|
| T. Rosie Albright | 112,171,213 | 1,421,048 | 45,501 | 13,021,968 |
| Ravichandra K. Saligram | 112,274,399 | 1,305,730 | 57,633 | 13,021,968 |
| Robert K. Shearer | 112,401,756 | 1,185,538 | 50,468 | 13,021,968 |

Proposal No. 2 — Approval of the Company's Amended and Restated Annual Incentive Plan

The stockholders approved the Company's Amended and Restated Annual Incentive Plan. The voting results on the proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 110,553,812 | 2,703,134 | 380,816 | 13,021,968 |

Proposal No. 3 — Advisory Vote on Compensation of Named Executive Officers

The stockholders approved, on an advisory basis, the 2011 compensation of the named executive officers as disclosed in the Company's proxy statement for the 2012 Annual Meeting of Stockholders. The result of the advisory vote is set forth below:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|-----------|------------------|
| 110,486,233 | 1,850,737 | 1,300,792 | 13,021,968 |

Proposal No. 4 — Ratification of the Appointment of Independent Registered Public Accounting Firm

The stockholders ratified the appointment of Deloitte & Touche LLP as the independent registered public accounting firm to audit the Company's 2012 consolidated financial statements. The voting results on the proposal were as follows:

| For | Against | Abstain |
|-------------|-----------|---------|
| 125,084,805 | 1,496,021 | 78,904 |

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.

CHURCH & DWIGHT CO., INC.

Date: May 8, 2012

By: /s/ Matthew T. Farrell
Name: Matthew T. Farrell
Title: Executive Vice President Finance and Chief
Financial Officer