

DARLING INTERNATIONAL INC  
Form 8-K  
May 09, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 7, 2013

DARLING INTERNATIONAL INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-13323 (Commission File Number)	36-2495346 (IRS Employer Identification No.)
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251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS (Address of Principal Executive Offices)	75038 (Zip Code)
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Registrant's telephone number, including area code: (972) 717-0300

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 (see General Instruction A.2. below):

- ..  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.

At the annual meeting of stockholders held on May 7, 2013, the stockholders elected the Company's Board of Directors and voted upon two Board proposals contained within the Company's Proxy Statement dated March 26, 2013.

The Board nominees were elected with the following vote:

Nominee	For	Against	Abstentions	Broker Non Votes
Randall C. Stuewe	98,283,814	2,498,453	23,447	8,417,178
O. Thomas Albrecht	97,188,058	3,592,405	25,251	8,417,178
D. Eugene Ewing	98,309,445	2,474,416	21,853	8,417,178
Charles Macaluso	98,677,065	2,103,383	25,266	8,417,178
John D. March	98,348,822	2,431,481	25,411	8,417,178
Michael Rescoe	98,346,642	2,437,052	22,020	8,417,178
Michael Urbut	99,280,274	1,497,772	26,668	8,417,178

The stockholders voted on the following proposals and cast their votes as described below:

Board proposal to ratify the selection of KPMG LLP, independent registered public accounting firm, as the Company's independent registered public accountant for the fiscal year ending December 28, 2013:

For	Against	Abstentions	Broker Non Votes
107,517,650	292,515	1,412,727	0

Board proposal to approve, on an advisory basis, the Company's executive compensation:

For	Against	Abstentions	Broker Non Votes
82,865,467	16,186,550	1,752,697	8,417,178

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.

DARLING INTERNATIONAL INC.

Date: May 9, 2013

By: /s/ John F. Sterling  
John F. Sterling  
Executive Vice President and  
General Counsel