

Targa Resources Corp.
Form 8-K
May 27, 2011

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 25, 2011
TARGA RESOURCES CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-34991
(Commission
File Number)
1000 Louisiana, Suite 4300
Houston, TX 77002

20-3701075
(IRS Employer
Identification No.)

(Address of principal executive office and Zip Code)

(713) 584-1000

(Registrants 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))
-

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

Targa Resources Corp. (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting) on May 25, 2011. At the Annual Meeting, the Company's stockholders were requested to: (1) elect two Class I Directors to serve on the Company's Board of Directors for a term of office expiring at the Company's 2014 Annual Meeting of Stockholders; (2) ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for 2011; (3) conduct a non-binding advisory vote to approve the compensation of the Company's named executive officers; and (4) conduct a non-binding advisory vote on the frequency of future non-binding advisory votes to approve the compensation of the Company's named executive officers. The following are the final voting results on proposals considered and voted upon at the meeting, each of which is more fully described in the Company's proxy statement filed on April 4, 2011:

1. Each of the two Class I directors that was up for re-election was elected for a term of three years. Votes regarding the election of these directors were as follows:

| NOMINEE | VOTES FOR | WITHHELD | BROKER NON-VOTES |
|------------------|------------|----------|------------------|
| Charles R. Crisp | 36,682,321 | 5,480 | 3,795,690 |
| James W. Whalen | 36,664,441 | 23,360 | 3,795,690 |

2. PricewaterhouseCoopers LLP was ratified as the Company's independent registered public accounting firm for 2011. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED |
|------------|---------------|-----------------|
| 40,467,079 | 16,412 | 0 |

3. The Board proposal seeking approval, on an advisory basis, of the compensation of the Company's named executive officers was approved. The voting results were as follows:

| VOTES FOR | VOTES AGAINST | VOTES ABSTAINED | BROKER NON-VOTES |
|------------|---------------|-----------------|------------------|
| 36,636,764 | 47,341 | 3,696 | 3,795,690 |

4. The Board proposal regarding the frequency of future non-binding advisory votes to approve the compensation of the Company's named executive officers every three years, every two years, or every year, was approved for holding future votes every three years. The voting results were as follows:

| THREE YEARS | TWO YEARS | ONE YEAR | VOTES ABSTAINED | BROKER NON-VOTES |
|-------------|-----------|-----------|-----------------|------------------|
| 27,861,750 | 1,137,130 | 7,687,721 | 1,200 | 3,795,690 |

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 thereunto duly authorized.

TARGA RESOURCES CORP.

Dated: May 27, 2011

By: /s/ Matthew J. Meloy
Matthew J. Meloy
Senior Vice President, Chief Financial
Officer and Treasurer