

AMPHENOL CORP /DE/
Form 8-K
May 29, 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) **May 23, 2012**

AMPHENOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-10879
(Commission File Number)

22-2785165
(IRS Employer Identification No.)

358 Hall Avenue, Wallingford, Connecticut
(Address of principal executive offices)

06492
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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) The annual meeting of the stockholders of Amphenol Corporation (the Company) was held on May 23, 2012.

(b) The stockholders elected both of the Company's nominees for director; ratified Deloitte & Touche LLP as independent public accountants of the Company; approved the advisory vote on compensation of named executive officers; approved amendments to the Restated Certificate of Incorporation and Bylaws to declassify the board; approved amendments to the Restated Certificate of Incorporation to eliminate supermajority voting; approved the 2012 Restricted Stock Plan for Directors of Amphenol Corporation; and approved a stockholder proposal requesting the Board of Directors to take action to eliminate supermajority voting. Voting for each item is as follows:

A. Election of Directors:

| | Shares For | Shares Withheld | Non-Votes |
|------------------|-------------|-----------------|-----------|
| Edward G. Jepson | 143,659,113 | 2,555,764 | 4,098,408 |
| John R. Lord | 144,069,332 | 2,560,183 | 4,098,408 |

B. Ratification of Deloitte & Touche LLP as independent public accountants of the Company:

| | |
|-----------|-------------|
| For | 149,355,386 |
| Against | 1,442,121 |
| Abstain | 38,431 |
| Non-Votes | |

C. Advisory Vote to Approve Compensation of Named Executive Officers:

| | |
|-----------|-------------|
| For | 142,917,397 |
| Against | 3,644,839 |
| Abstain | 174,995 |
| Non-Votes | 4,098,707 |

D. Approve Amendments to the Restated Certificate of Incorporation and Bylaws to declassify the Board:

| | |
|-----------|-------------|
| For | 146,614,002 |
| Against | 61,358 |
| Abstain | 61,871 |
| Non-Votes | 4,098,707 |

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E. Approve Amendments to the Restated Certificate of Incorporation and Bylaws to eliminate supermajority voting:

| | |
|-----------|-------------|
| For | 146,602,535 |
| Against | 61,406 |
| Abstain | 73,290 |
| Non-Votes | 4,098,707 |

F. Approve the 2012 Restricted Stock Plan for Directors of Amphenol Corporation:

| | |
|-----------|-------------|
| For | 141,589,736 |
| Against | 5,000,780 |
| Abstain | 146,715 |
| Non-Votes | 4,098,707 |

G. Stockholder Proposal requesting the Board of Directors to take action to eliminate supermajority voting:

| | |
|-----------|------------|
| For | 89,092,547 |
| Against | 56,572,151 |
| Abstain | 1,072,832 |
| Non-Votes | 4,098,408 |

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.

AMPHENOL CORPORATION

By: /s/ Diana G. Reardon
Diana G. Reardon
Executive Vice President
and Chief Financial Officer

Date: May 29, 2012