

STEWART INFORMATION SERVICES CORP
Form 8-K
May 03, 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
April 29, 2011
Date of Report (Date of earliest event reported)
STEWART INFORMATION SERVICES CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-02658
(Commission
File Number)

74-1677330
(IRS Employer
Identification No.)

1980 Post Oak Blvd.
Houston, Texas
(Address of principal executive offices)

77056
(Zip Code)

Registrant's telephone number, including area code: **713-625-8100**
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))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 29, 2011, Stewart Information Services Corporation (the Company) held its 2011 Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, 15,926,631 shares of Company common stock were present in person or by proxy and 1,050,012 shares of Company B common stock were present in person or by proxy. The stockholders voted on four proposals and cast their votes as described below.

Proposal No. 1

The Company's common stockholders elected five of the Company's nine directors, and the Company's Class B stockholders elected the remaining four of the Company's nine directors as set forth below:

| | For | Withheld | Broker Non-Votes |
|---|------------|-----------------|-----------------------------|
| Election of Directors by Common Stockholders | | | |
| Catherine A. Allen | 7,798,768 | 6,200,098 | 1,927,765 |
| Robert L. Clarke | 7,782,870 | 6,215,996 | 1,927,765 |
| Dr. E. Douglas Hodo | 7,738,177 | 6,260,689 | 1,927,765 |
| Laurie C. Moore | 7,740,099 | 6,258,767 | 1,927,765 |
| Dr. W. Arthur Porter | 6,984,360 | 7,014,506 | 1,927,765 |
| Election of Directors by Class B Common Stockholders | | | |
| Thomas G. Apel | 1,050,012 | 0 | 0 |
| Paul W. Hobby | 1,050,012 | 0 | 0 |
| Malcolm S. Morris | 1,050,012 | 0 | 0 |
| Stewart Morris, Jr. | 1,050,012 | 0 | 0 |

Proposal No. 2

The Company's stockholders cast their votes with respect to an advisory resolution regarding the compensation of the Company's named executive officers as set forth below:

| For | Against | Abstentions | Broker Non-Votes |
|------------|----------------|--------------------|-------------------------|
| 7,197,809 | 7,657,295 | 193,773 | 1,927,766 |

Although this vote is non-binding, the Company's Board of Directors takes the results of this vote seriously and is already working to address the stockholders' concerns.

Proposal No. 3

The Company's stockholders cast their votes with respect to an advisory resolution regarding the frequency at which the Company should include an advisory resolution in its proxy statement regarding the compensation of its named executive officers as set forth below:

| 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
|---------------|----------------|----------------|--------------------|-----------------------------|
| 9,670,861 | 158,408 | 4,892,967 | 323,005 | 1,931,402 |

Although the Company recommended a Say-on-Pay vote every three years, based on the voting results, the Company has decided to include a Say-on-Pay vote every year.

Proposal No. 4

The Company's stockholders ratified the appointment of KPMG LLP as the Company's independent auditors for 2011 as set forth below:

| For | Against | Abstentions |
|------------|----------------|--------------------|
| 16,389,622 | 486,640 | 100,381 |

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 thereunto duly authorized.

**STEWART INFORMATION SERVICES
CORPORATION**

By: /s/ J. Allen Berryman
*J. Allen Berryman, Executive Vice
President,
Secretary, Treasurer and Principal
Financial Officer*

Date: May 3, 2011