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TOOTSIE ROLL INDUSTRIES INC

Form 8-K/A

June 03, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

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 2, 2011

TOOTSIE ROLL INDUSTRIES, INC.
(Exact Name of Registrant as Specified in Its charter)

| | | |
|---|-----------------------------|---|
| Virginia | 001-01361 | 22-1318955 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

7401 South Cicero Avenue, Chicago, Illinois 60629
(Address of Principal Executive Offices) (Zip Code)

(Registrant's Telephone Number, Including Area Code) 773-838-3400

Not Applicable
(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))

Explanatory Note

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Tootsie Roll Industries, Inc. ("Company") on May 4, 2011 ("Original 8-K") and completes disclosures made under Item 5.07, Submission of Matters to a Vote of Security Holders, regarding the results from the Company's 2011 Annual Meeting of Shareholders held on May 2, 2011. This Amendment No. 1 discloses the results of Proposals 3 and 4 which were inadvertently omitted from the Original 8-K. Except for the foregoing, this Amendment No. 1 does not amend the Original 8-K in any way and does not modify or update any other disclosures contained in the Original 8-K. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 8-K.

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

Proposal 3 - Approve, on an advisory basis, the compensation of the named executive officers of the Company.

| Votes For | Votes Against | Abstentions | Broker Non-Vote |
|-------------|---------------|-------------|-----------------|
| 222,328,387 | 4,011,900 | 2,542,600 | 6,167,761 |

Proposal 4 - Recommend, on an advisory basis, that votes of the shareholders on executive compensation be held every one, two or three years.

Votes cast for this proposal were as follows:

| Every Year | Every Two Years | Every Three Years | Abstentions | Broker Non-Vote |
|------------|-----------------|-------------------|-------------|-----------------|
| 35,675,990 | 349,195 | 190,234,781 | 2,622,612 | 6,167,766 |

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.

TOOTSIE ROLL INDUSTRIES, INC.

June 3, 2011

By: /s/ G. Howard Ember
Name: G. Howard Ember
Title: V.P. Finance and Chief
Financial Officer