

NORDSON CORP
Form 8-K
March 04, 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):

March 1, 2011

Nordson Corporation

(Exact name of registrant as specified in its charter)

Ohio

0-7977

34-0590250

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

28601 Clemens Road, Westlake, Ohio

44145

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

440-892-1580

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))

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

Nordson Corporation (the Company) held its Annual Meeting of Shareholders on March 1, 2011 (the 2011 Annual Meeting). Of the 34,117,936 shares outstanding and entitled to vote, 32,103,758 shares were represented, constituting a 94.1% quorum. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

The Company's shareholders elected Mr. Joseph P. Keithley, Ms. Mary G. Puma, and Mr. William L. Robinson as directors to serve until the 2014 Annual Meeting. The votes were cast as follows:

| Directors | For | Withheld | Broker Non-Votes |
|-------------------------|------------|-----------|------------------|
| Mr. Joseph P. Keithley | 29,236,275 | 1,483,838 | 1,383,646 |
| Ms. Mary G. Puma | 30,050,703 | 669,410 | 1,383,646 |
| Mr. William L. Robinson | 29,972,901 | 747,212 | 1,383,646 |

The Company's shareholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2011. The votes were cast as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 31,938,352 | 140,659 | 24,747 |

The Company's shareholders approved, on a non-binding basis, the overall compensation of the Company's named executive officers as described in the Compensation Discussion and Analysis and the accompanying tabular and narrative disclosure included in the Company's Proxy Statement for the 2011 Annual Meeting. The votes were cast as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|-----------|------------------|
| 28,949,598 | 675,461 | 1,095,054 | 1,383,646 |

The Board of Directors of the Company recommended that the advisory vote on executive compensation be held annually. The Company's shareholders indicated their preference, on a non-binding basis, that the advisory vote on executive compensation be held annually. The votes were cast as follows:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|-----------|------------------|
| 26,656,274 | 52,794 | 2,926,877 | 1,084,168 | 1,383,646 |

The Company will hold the advisory vote on compensation annually until the next required vote on the frequency of shareholder votes on the compensation of executives. The Company is required to hold votes on frequency every six years.

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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.

Nordson Corporation

March 4, 2011

By: *Robert E. Veillette*

Name: Robert E. Veillette

Title: Vice President, General Counsel and Secretary