

ALLEGHENY TECHNOLOGIES INC

Form 8-K

May 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 11, 2012**

**Allegheny Technologies Incorporated**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12001**  
(Commission  
File Number)

**25-1792394**  
(IRS Employer  
Identification No.)

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**1000 Six PPG Place, Pittsburgh, Pennsylvania**

(Address of principal executive offices)

**Registrant's telephone number, including area code (412) 394-2800**

**15222-5479**

(Zip Code)

**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))

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

On May 11, 2012, the Company held its 2012 Annual Meeting of Stockholders (the Annual Meeting). The final voting results for each matter submitted for a vote of the Company's stockholders at the Annual Meeting are provided below.

1. Election of five directors:

| <u>NAME</u>         | <u>FOR</u> | <u>WITHHELD</u> | <u>BROKER<br/>NON-VOTES</u> |
|---------------------|------------|-----------------|-----------------------------|
| Richard J. Harshman | 81,174,481 | 4,638,243       | 7,493,799                   |
| Diane C. Creel      | 71,046,382 | 14,766,342      | 7,493,799                   |
| John R. Pipski      | 83,950,660 | 1,862,064       | 7,493,799                   |
| James E. Rohr       | 70,396,845 | 15,415,879      | 7,493,799                   |
| Louis J. Thomas     | 83,834,240 | 1,978,484       | 7,493,799                   |

2. Approval of an amendment to the Company's 2007 Incentive Plan, as amended and restated:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTENTIONS</u> | <u>BROKER<br/>NON-VOTES</u> |
|------------|----------------|--------------------|-----------------------------|
| 81,759,892 | 3,585,840      | 466,991            | 7,493,800                   |

3. Advisory vote to approve the compensation of the Company's named officers:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTENTIONS</u> | <u>BROKER<br/>NON-VOTES</u> |
|------------|----------------|--------------------|-----------------------------|
| 50,708,762 | 34,566,666     | 537,295            | 7,493,800                   |

4. Ratification of the selection of Ernst & Young LLP as the Company's independent auditors for 2012:

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTENTIONS</u> |
|------------|----------------|--------------------|
| 91,246,719 | 1,972,815      | 86,989             |

There were no broker non-votes with respect to this matter.

**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.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: */s/ Elliot S. Davis*  
Elliot S. Davis

Senior Vice President, General Counsel,

Chief Compliance Officer and Corporate Secretary

Dated: May 15, 2012