

ARBITRON INC  
Form 8-K  
May 26, 2011

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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 24, 2011

Arbitron Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-1969

52-0278528

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

9705 Patuxent Woods Drive, Columbia,  
Maryland

21046

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

410-312-8000

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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On May 24, 2011, Arbitron Inc. (the Company) held its 2011 Annual Meeting of Stockholders. The certified results of the matters voted upon at the meeting, which are more fully described in the Company's proxy statement, are as follows:

1. Election of Directors. In an uncontested election, each of the following nominees was elected to the Board of Directors for a one-year term expiring in 2012. The following table reflects the voting results for each nominee:

	<b>For</b>	<b>Withheld</b>
Shellye L. Archambeau	24,681,528	341,433
David W. Devonshire	24,649,724	373,237
John A. Dimling	24,693,534	329,427
Erica Farber	24,681,316	341,645
Philip Guarascio	24,668,880	354,081
William T. Kerr	24,589,056	433,905
Larry E. Kittelberger	24,680,845	342,116
Luis G. Nogales	24,690,388	332,573
Richard A. Post	24,693,293	329,668

2. Advisory Vote on Executive Compensation. The stockholders approved the advisory (non-binding) vote on executive compensation. The votes regarding this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
23,963,092	887,384	172,485	916,109

3. Frequency of an Advisory Vote on Executive Compensation. The stockholders indicated their preference, on an advisory (non-binding) basis, that the advisory vote on executive compensation be held annually. The votes regarding this proposal were as follows:

<b>1 year</b>	<b>2 years</b>	<b>3 years</b>	<b>Abstain</b>
22,495,229	5,065	2,354,417	168,250

Although the vote is non-binding, the Board of Directors values the opinion of our stockholders. In light of the voting results on this proposal, the Board has determined that the Company will hold the advisory vote on executive compensation annually until the next stockholder vote on the frequency of holding an advisory vote on executive compensation.

4. Auditor Ratification. The appointment of KPMG LLP as the Company's independent registered public accounting firm for 2011 was ratified by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
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25,661,192

271,354

6,524

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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.

Arbitron Inc.

May 26, 2011

By: *Timothy T. Smith*

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*Name: Timothy T. Smith*

*Title: Executive Vice President, Business Development and Strategy, Chief Legal Officer and Secretary*