

ZEBRA TECHNOLOGIES CORP

Form 8-K

May 24, 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 18, 2012**

**ZEBRA TECHNOLOGIES CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-19406**  
**(Commission**  
**File Number)**

**36-2675536**  
**(IRS Employer**  
**Identification No.)**

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**475 Half Day Road, Lincolnshire, Illinois**

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **847-634-6700**

**60069**

(Zip Code)

(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**

(a) The Company held its Annual Meeting of Stockholders on May 18, 2012.

(b) The Company's stockholders voted on the following proposals:

1. Proposal 1. Election of Class I Directors

For the election of the following persons as Class I Directors of Zebra Technologies Corporation to hold office for a three-year term expiring at the 2015 Annual Meeting or until their respective successors are duly elected and qualified:

	<b>Authority</b>		<b>Broker</b>
<b>Directors</b>	<b>For</b>	<b>Withheld</b>	<b>Non-Votes</b>
Richard L. Keyser	43,222,736	679,770	5,101,421
Ross W. Manire	43,458,518	443,988	5,101,421
Dr. Robert J. Potter	43,204,988	697,518	5,101,421

2. Proposal 2. Advisory vote to approve the compensation of Named Officers

Advisory vote to approve the following resolution: Resolved, that the compensation of the named officers of Zebra Technologies Corporation, as disclosed pursuant to Item 402 of Regulation S-K, as described in and including the Compensation Discussion and Analysis Executive Summary, Compensation, Discussion and Analysis, compensation tables and narrative discussion contained in this proxy statement, is approved by the stockholders of Zebra.

			<b>Broker</b>
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Non-Votes</b>
41,381,437	1,940,970	580,099	5,101,421

3. Proposal 3. Ratification of Appointment of Independent Auditors

To ratify the appointment by the Audit Committee of the Board of Directors of Ernst & Young LLP as the independent auditors of the Company's financial statements for the year ending December 31, 2012.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
48,345,991	642,590	15,346

**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.

ZEBRA TECHNOLOGIES CORPORATION

Date: May 24, 2012

By: /s/ Jim L. Kaput  
/s/ Jim L. Kaput

SVP, General Counsel and Secretary