

RELIANCE STEEL & ALUMINUM CO  
Form 8-K  
May 20, 2011

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

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported):

**May 18, 2011**

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**RELIANCE STEEL & ALUMINUM CO.**

(Exact name of registrant as specified in its charter)

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

**001-13122**  
(Commission File Number)

**95-1142616**  
(I.R.S. Employer  
Identification Number)

**350 S. Grand Ave., Suite 5100**  
**Los Angeles, CA 90071**

(Address of principal executive offices)

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**(213) 687-7700**

(Registrant's telephone number, including area code)

**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.**

The Annual Meeting of Shareholders of Reliance Steel & Aluminum Co. (the Company) was held on May 18, 2011, at 10:00 a.m., California time, at The Omni Hotel, 251 South Olive Street, Los Angeles, California 90012. The following is a brief description of the matters voted upon at the meeting, which are more fully described in our proxy statement, and the certified results:

**Proposal 1 Election of Directors**

The Company's shareholders elected the five persons nominated by the Board of Directors as directors for a two-year term as follows:

| Name                | Votes For  | Votes Withheld | Broker Non-Votes |
|---------------------|------------|----------------|------------------|
| John G. Figueroa    | 59,808,648 | 899,586        | 7,873,716        |
| Thomas W. Gimbel    | 59,746,733 | 961,501        | 7,873,716        |
| Douglas M. Hayes    | 59,757,716 | 950,518        | 7,873,716        |
| Franklin R. Johnson | 59,945,154 | 763,080        | 7,873,716        |
| Leslie A. Waite     | 59,446,101 | 1,262,133      | 7,873,716        |

Each of the above directors shall serve for a term of two years and until their successors have been duly elected and qualified.

**Proposal 2 Amendment of the Company's Bylaws**

The Company's shareholders approved an amendment to the Company's Bylaws to eliminate the classified Board of Directors so that all directors will have one-year terms and be elected annually and to provide greater flexibility in compensating independent directors as follows:

| Votes For  | Votes Against | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 68,316,963 | 217,494       | 47,493    | NA               |

**Proposal 3 Adoption of a Directors Equity Plan**

The Company's shareholders approved a new Directors Equity Plan to replace the Amended and Restated Directors Stock Option Plan and to automatically award shares of common stock to our independent directors as follows:

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstained</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|------------------|-------------------------|
| 42,332,271       | 18,329,824           | 46,139           | 7,873,716               |

**Proposal 4 Advisory Vote on the Approval of the Compensation of Our Named Executive Officers**

The Company's shareholders approved the compensation of our named executive officers as follows:

| Votes For  | Votes Against | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 57,504,779 | 3,127,009     | 76,446    | 7,873,716        |

**Proposal 5 Advisory Vote on the Frequency of Shareholder Approval of the Compensation of Our Named Executive Officers**

The Company's shareholders approved every year as the frequency with which shareholders will be provided an advisory vote on the compensation of our named executive officers (say-on-pay vote) as follows:

| 1 Year     | 2 Years   | 3 Years   | Abstained | Broker Non-Votes |
|------------|-----------|-----------|-----------|------------------|
| 51,720,851 | 1,550,967 | 5,315,762 | 2,120,654 | 7,873,716        |

In light of these results, the Company's Board of Directors has determined to hold an advisory say-on-pay vote every year. The Board of Directors will reevaluate this determination after the next shareholder advisory vote on the frequency of say-on-pay votes.

**Proposal 6 Ratification of Company's Independent Auditors**

The Audit Committee selected KPMG LLP as the independent registered public accounting firm to perform the annual audit of the 2011 consolidated financial statements of the Company and its subsidiaries. The Company's shareholders ratified the selection of KPMG LLP as follows:

| Votes For  | Votes Against | Abstained | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 68,519,280 | 16,462        | 46,208    | NA               |

**Proposal 7 Other Matters**

No other matters were brought before the Annual Meeting.

**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 thereunto duly authorized.

**RELIANCE STEEL & ALUMINUM CO.**

Dated: May 18, 2011

By:

/s/ Kay Rustand  
Kay Rustand  
Vice President, General Counsel and  
Corporate Secretary