

STANDARD MOTOR PRODUCTS INC

Form 8-K

May 20, 2011

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 19, 2011

STANDARD MOTOR PRODUCTS, INC.
(Exact Name of Registrant as Specified in its Charter)

New York
(State or Other
Jurisdiction of Incorporation)

1-4743
(Commission File Number)

11-1362020
(I.R.S. Employee
Identification Number)

37-18 Northern Boulevard, Long Island City, New York 11101
(Address of Principal Executive Offices, including Zip Code)

Registrant's Telephone Number, including Area Code: 718-392-0200

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

At the 2011 Annual Meeting of Stockholders (the “Annual Meeting”) of Standard Motor Products, Inc. (the “Company”), held on May 19, 2011, the Company’s stockholders approved amendments to the Standard Motor Products, Inc. 2006 Omnibus Incentive Plan (the “Incentive Plan”), which, among other things, increase the total number of shares of common stock, par value \$2.00 per share, of the Company available under the Incentive Plan from 700,000 to 1,900,000.

A copy of the Incentive Plan, as amended, is filed as Exhibit 10.28 to this Report on Form 8-K.

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

The Company is providing the following information regarding the results of the matters voted on by stockholders at the Annual Meeting:

(a) Election of nine Directors to serve for the ensuing year and until their successors are elected:

| Director Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------|------------|----------------|------------------|
| Robert M. Gerrity | 17,185,541 | 91,539 | 3,208,424 |
| Pamela Forbes Lieberman | 17,202,847 | 74,233 | 3,208,424 |
| Arthur S. Sills | 17,183,981 | 93,099 | 3,208,424 |
| Lawrence I. Sills | 17,179,543 | 97,537 | 3,208,424 |
| Peter J. Sills | 17,183,890 | 93,190 | 3,208,424 |
| Frederick D. Sturdivant | 17,201,838 | 75,242 | 3,208,424 |
| William H. Turner | 17,185,816 | 91,264 | 3,208,424 |
| Richard S. Ward | 17,201,013 | 76,067 | 3,208,424 |
| Roger M. Widmann | 17,200,938 | 76,142 | 3,208,424 |

(b) Approval of amendments to the Standard Motor Products, Inc. 2006 Omnibus Incentive Plan:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 16,431,400 | 825,160 | 20,519 | 3,208,425 |

(c) Ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2011:

| Votes For | Votes Against | Abstain |
|------------|---------------|---------|
| 20,392,577 | 80,782 | 12,145 |

(d) Approval of a non-binding, advisory resolution on the compensation of the Company's named executive officers:

| Votes For | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 14,339,566 | 167,918 | 2,769,594 | 3,208,426 |

(e) Approval of a non-binding, advisory resolution on the frequency of future advisory votes on the compensation of the Company's named executive officers:

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------|-----------|-------------|-----------|------------------|
| 7,734,272 | 225,257 | 6,541,976 | 2,773,162 | 3,210,837 |

Based on these results, the Board has determined to accept our stockholders expressed preference for an annual vote on executive compensation.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

10.28 Standard Motor Products, Inc. 2006 Omnibus Incentive Plan, as amended (incorporated herein by reference to Appendix A to the Proxy Statement for the Company's 2011 Annual Meeting of Stockholders held on May 19, 2011).

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.

STANDARD MOTOR PRODUCTS, INC.

By: /s/ James J. Burke
 James J. Burke
 Vice President Finance, Chief
 Financial Officer

Date: May 20, 2011