

AMERICAN VANGUARD CORP
Form 8-K
June 15, 2011

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): June 9, 2011

AMERICAN VANGUARD CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-13795
Commission

File Number

95-2588080
(I.R.S. Employer

Identification No.)

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4695 MacArthur Court

Newport Beach, California 92660

(Address of principal executive offices)

Registrant's telephone number: (949) 260-1200

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

At its meeting held on June 9, 2011, the Board of Directors of the Company designated James Lehman as a named executive officer and appointed him to the position of Vice President of Sales of Amvac Chemical Corporation. Mr. Lehman had been serving in the position of National Sales Manager. In connection with this designation and promotion, Mr. Lehman's base annual salary was raised to \$275,000.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the 2011 Annual Meeting of Stockholders of American Vanguard Corporation held on June 9, 2011, five matters were voted upon by shareholders, namely, (i) the election of nine (9) directors until their successors are elected and qualified, (ii) ratification of BDO Seidman, LLP as independent auditors for the year ending December 31, 2011, (iii) an advisory vote approving the overall executive compensation policies and procedures of the Company as set forth in the proxy, (iv) an advisory vote on the interval for holding a vote for say-on-pay, and (v) ratification of the extension of the term Company's Employee Stock Purchase Plan by three years.

With respect to the first proposal in the proxy, the following nine nominees received the highest number of FOR votes and, as a result, were elected to serve as directors for the ensuing year:

| Nominee | Votes For | Votes Withheld |
|--------------------|------------|----------------|
| Lawrence S. Clark | 23,434,413 | 147,764 |
| Debra F. Edwards | 23,296,136 | 286,041 |
| Alfred F. Ingulli | 23,435,482 | 146,695 |
| John L. Killmer | 18,674,462 | 4,907,715 |
| John B. Miles | 12,685,134 | 10,897,043 |
| Carl R. Soderlind | 23,416,735 | 165,442 |
| Irving J. Thau | 23,244,113 | 388,064 |
| Eric G. Wintemute | 23,493,322 | 88,855 |
| Esmail Zirakparvar | 23,492,164 | 90,013 |

With respect to all director nominees, broker non-votes equaled 2,607,978.

With respect to Proposals Two (appointment of BDO), Three (approval of executive compensation) and Five (extension of ESPP), all measures received the affirmative vote of a majority of the shares cast at the meeting; more specifically, the shares were voted as follows:

| Proposal | Votes For | Votes Against | Votes Abstain | Broker Non-Vote |
|----------|------------|---------------|---------------|-----------------|
| Two | 25,692,402 | 486,481 | 11,272 | 0 |
| Three | 23,227,349 | 129,716 | 225,112 | 2,607,978 |
| Five | 23,203,271 | 344,972 | 33,934 | 2,607,978 |

With respect to Proposal Four (Frequency of Say-on-Pay), the recommendation to hold a say-on-pay vote every year received the affirmative vote of a majority of shares cast at the meeting as follows:

| Every Year | Every 2 Years | Every 3 Years | Abstain | Broker Non-Vote |
|------------|---------------|---------------|---------|-----------------|
| 20,542,686 | 63,507 | 2,935,893 | 40,091 | 2,607,978 |

In the light of the vote on Proposal Four, the Company will include a say-on-pay measure in its proxy (for the annual shareholders meeting) every year.

The information contained in this Current Report on Form 8-K, including the Exhibit attached hereto, is being furnished under Items 5.02, 5.07, 8.01 and 9.01 and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

On June 13, 2011, the Company issued a press release announcing the changes to its Board of Directors arising from the election held at the Company's 2011 Annual Meeting of Stockholders. The full text of that press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 99.1 Press release dated June 13, 2011 of American Vanguard Corporation.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, American Vanguard Corporation has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERICAN VANGUARD CORPORATION

Date: June 15, 2011

By: /s/ Timothy J. Donnelly
Timothy J. Donnelly
Chief Administrative Officer, General Counsel & Secretary`

INDEX TO EXHIBITS

| Exhibit No. | Description |
|--------------------|---|
| Exhibit 99.1 | Press release of American Vanguard Corporation dated June 13, 2011. |