

GLATFELTER P H CO
Form 8-K
May 05, 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):

May 4, 2011

P. H. Glatfelter Company

(Exact name of registrant as specified in its charter)

Pennsylvania

001-03560

23-0628360

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

96 S. George Street, Suite 500, York,
Pennsylvania

17401

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

717 225 4711

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

On May 4, 2011, the Company held its annual meeting of shareholders. There were 45,999,846 shares of common stock entitled to vote at the meeting and a total of 42,585,771 (92.58%) shares of common stock were represented at the meeting.

The items voted upon at the annual meeting and the results of the vote on each proposal were as follows:

Proposal 1. The election of eight members of the Board of Directors to serve until the Company's next annual meeting and until their successors are elected and qualified.

Each of the eight nominees for director was elected, and the voting results are set forth below:

| Name of Director | For | Withheld |
|-----------------------|------------|-----------|
| Kathleen A. Dahlberg | 36,738,673 | 778,426 |
| Nicholas DeBenedictis | 35,953,688 | 1,563,411 |
| J. Robert Hall | 37,146,619 | 370,480 |
| Richard C. III | 37,070,792 | 446,307 |
| Ronald J. Naples | 36,556,303 | 960,796 |
| Dante C. Parrini | 36,653,728 | 863,371 |
| Richard L. Smoot | 36,534,389 | 982,710 |
| Lee C. Stewart | 36,484,675 | 1,032,424 |

Proposal 2. A proposal to ratify the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2011.

The proposal was approved by a vote of the shareholders as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 41,971,082 | 563,574 | 51,115 |

Proposal 3. A proposal to approve the advisory (non-binding) resolution on the compensation philosophy, policies and procedures followed by the Company with respect to executive officers, and the compensation of the Company's Named Executive Officers (Say-on-Pay).

The proposal was approved by a vote of the shareholders as follows:

| For | Against | Abstain |
|------------|-----------|---------|
| 36,028,961 | 1,293,204 | 194,934 |

Proposal 4. An advisory vote on a non-binding resolution to choose the frequency of the Say-on-Pay advisory vote.

The results of the vote of the shareholders as follows:

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Every year
27,990,140

Every two years
577,279

Every three years
8,767,643

Abstain
182,037

The Company's Board of Directors, at its May 4, 2011 meeting, considered these results and other factors and determined that the Company will hold an annual advisory vote on its executive officer compensation.

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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.

P. H. Glatfelter Company

May 4, 2011

By: */s/ Thomas G. Jackson*

Name: Thomas G. Jackson

Title: Vice President, General Counsel and Secretary