

VALSPAR CORP  
Form 8-K  
February 21, 2012

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

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FORM 8-K

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**CURRENT REPORT**

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

Date of Report (Date of earliest event reported): February 16, 2012

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**THE VALSPAR CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware                      1-3011                      36-2443580  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

**901 – 3rd Avenue South, Minneapolis, 55402**  
**Minnesota**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(612) 851-7000**

**Not Applicable**

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(Former name or former address, if changed since last report.)

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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 (see General Instruction A.2. below):

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.

On February 16, 2012, Brenda A. McCormick was appointed Controller (principal accounting officer) for the Corporation.

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

On February 16, 2012, The Valspar Corporation (the "Corporation") held its Annual Meeting of Stockholders, at which the following items were voted upon:

(1) Election of Three Directors (Class II):

| Nominee           | For        | Withheld  | Broker Non-Vote |
|-------------------|------------|-----------|-----------------|
| Jack J. Allen     | 76,713,153 | 1,571,415 | 6,853,857       |
| John S. Bode      | 77,257,247 | 1,027,321 | 6,853,857       |
| Jeffrey H. Curler | 73,218,210 | 5,066,358 | 6,853,857       |

(2) Advisory vote to approve the Corporation's executive compensation:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 70,812,191 | 7,140,951 | 331,426 | 6,853,857       |

(3) Ratification of the appointment of Ernst & Young LLP as the Corporation's independent registered public accounting firm for the fiscal year ended October 26, 2012:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 81,929,168 | 3,127,099 | 82,158  | 0               |

**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 thereunto duly authorized.

THE VALSPAR CORPORATION

Dated: February 21, 2012 /s/Rolf Engh

Name: Rolf Engh

Title: Secretary