

GENERAL CABLE CORP /DE/  
Form 8-K  
May 14, 2010

**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 13, 2010**

**General Cable Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-12983**

**06-1398235**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**4 Tesseneer Drive, Highland Heights, Kentucky**

**41076-9753**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(859) 572-8000**

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

*(e) Compensatory Arrangements of Certain Officers*

On May 13, 2010, the stockholders of General Cable Corporation, a Delaware corporation (the Company), reapproved the material terms of the performance measurements and goals set forth in the Company's 2005 Stock Incentive Plan (Plan) at the Company's 2010 Annual Meeting of Stockholders. The performance measurements and goals were approved by the Company's stockholders when the Plan was originally adopted in 2005 and have not been changed. The Plan was submitted for stockholder approval because Section 162(m) of the Internal Revenue Code requires stockholder approval once every five years to preserve the Company's potential deduction for compensation relating to certain awards granted under the Plan to certain executive officers.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 13, 2010, the Company's stockholders approved amendments to the Company's Amended and Restated Certificate of Incorporation (Restated Certificate) at the 2010 Annual Meeting of Stockholders. The Certificate of Amendment of the Restated Certificate of Incorporation was effective on May 13, 2010 upon being filed with the Delaware Secretary of State. The amendments to the Restated Certificate, which provide for annual election of directors and the removal of directors with or without cause, are further described in the Company's Proxy Statement filed with the SEC on April 1, 2010 on pages 45 through 47, which is incorporated herein by reference. The Restated Certificate is filed as Exhibit 3.1 to this report and the terms thereof are incorporated by reference.

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

On May 13, 2010, the Company held its 2010 Annual Meeting of Stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in the Company's Proxy Statement filed with the SEC on April 1, 2010. The results of the stockholder vote are as follows:

**Proposal 1 Election of a Director**

The stockholders elected John E. Welsh, III to serve as a director to hold office until the 2011 Annual Meeting of Stockholders or until his successor is duly elected and qualified.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 32,625,441 | 2,458,574      | 115,276        | 6,042,801               |

**Proposal 2 Amendment of Restated Certificate of Incorporation to Provide for Annual Election of All Directors**

The stockholders approved the amendment to the Restated Certificate to provide for annual election of directors.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 41,062,281 | 52,683         | 127,128        |                         |

**Proposal 3 Amendment of Restated Certificate of Incorporation to Provide that Directors May Be Removed With or Without Cause**

The stockholders approved the amendment to the Restated Certificate to provide that directors may be removed with or without cause.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 40,996,485 | 116,977        | 128,630        |                         |

**Proposal 4 Ratification of Deloitte & Touche LLP, an Independent Registered Public Accounting Firm, to Audit General Cable's 2010 Consolidated Financial Statements and Internal Controls Over Financial Reporting**

The stockholders ratified the appointment of Deloitte & Touche LLP to audit the Company's 2010 consolidated financial statements and internal controls over financial reporting.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 39,708,237 | 1,410,909      | 122,946        |

**Proposal 5 Approval of Performance Goals Under General Cable's 2005 Stock Incentive Plan for Purposes of Section 162(m) of the Internal Revenue Code**

The stockholders approved the performance goals under the Company's 2005 Stock Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 40,258,924 | 850,886        | 132,282        |

**Item 9.01 Financial Statements and Exhibits.**

(d) The following have been filed as exhibits to this Form 8-K:

| <b>Exhibit Number</b> | <b>Description</b>                                |
|-----------------------|---|
| 3.1                   | Restated Certificate of Incorporation, as amended |

**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.

**GENERAL CABLE CORPORATION**

Date: May 13, 2010

By: /s/ Robert J. Siverd

Name: Robert J. Siverd

Title: Executive Vice President, General Counsel and  
Secretary

**INDEX TO EXHIBITS**

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