

Edgar Filing: KEITHLEY INSTRUMENTS INC - Form 8-K

KEITHLEY INSTRUMENTS INC  
Form 8-K  
February 19, 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): February 13, 2010

Keithley Instruments, Inc.

(Exact name of registrant as specified in its charter)

|   |                             |   |
|---|-----------------------------|---|
| Ohio  | 1-9965                      | 34-0794417                              |
| -----   | -----                       | -----                                   |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 28775 Aurora Road, Solon, Ohio           | 44139      |
| -----                                    | -----      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (440) 248-0400

Not Applicable

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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))

Item 8.01 Other Events  
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Submission of Matters to a Vote of Security Holders

(a) On February 13, 2010, the registrant conducted its Annual Meeting of

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Shareholders. The following matters were brought before the shareholders for vote at this meeting:

| Proposal 1 - Election of Directors: | FOR        | WITHHELD | BROKER NON-VOTES |
|-------------------------------------|------------|----------|------------------|
| Joseph P. Keithley                  | 28,982,324 | 615,049  | 1,025,297        |
| Brian R. Bachman*                   | 7,575,588  | 558,764  | 1,007,297        |
| James B. Griswold                   | 29,037,397 | 559,976  | 1,025,297        |
| Leon J. Hendrix, Jr.                | 29,054,495 | 542,877  | 1,025,297        |
| Brian J. Jackman*                   | 7,972,330  | 162,022  | 1,007,297        |
| Dr. N. Mohan Reddy*                 | 7,942,292  | 192,060  | 1,007,297        |
| Thomas A. Saponas                   | 29,393,403 | 203,969  | 1,025,297        |
| Barbara V. Scherer                  | 29,440,282 | 157,091  | 1,025,297        |

\*Elected by holders of Common Shares only.

Proposal 2 - To ratify the selection of PricewaterhouseCoopers LLP as Keithley Instruments, Inc.'s independent accountants for the fiscal year ending September 30, 2010

FOR 30,225,727  
 AGAINST 378,015  
 ABSTAIN 18,928

No other matters were brought before shareholders for a vote at the meeting.

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.

Keithley Instruments, Inc.

February 19, 2010

By: Mark J. Plush

Name: Mark J. Plush  
 Title: Senior Vice President, Chief Financial Officer and Treasurer