

RELIANCE STEEL & ALUMINUM CO
Form 8-K
May 21, 2012

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 16, 2012

RELIANCE STEEL & ALUMINUM CO.

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation)

001-13122
(Commission File Number)

95-1142616
(I.R.S. Employer
Identification Number)

350 S. Grand Ave., Suite 5100
Los Angeles, CA 90071

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(Address of principal executive offices)

(213) 687-7700

(Registrant's telephone number, including area code)

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))

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

The Annual Meeting of Shareholders of Reliance Steel & Aluminum Co. (the Company) was held on May 16, 2012, at 10:00 a.m., California time, at The Omni Hotel, 251 South Olive Street, Los Angeles, California 90012. The following is a brief description of the matters voted upon at the meeting, which are more fully described in our proxy statement, and the certified results:

Proposal 1 Election of Directors

The Company's shareholders elected the four persons nominated by the Board of Directors as directors for a one-year term as follows:

| <u>Name</u> | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|------------------------|------------------|-----------------------|-------------------------|
| David H. Hannah | 60,014,555 | 1,899,498 | 8,176,355 |
| Mark V. Kaminski | 61,056,058 | 857,995 | 8,176,355 |
| Gregg J. Mollins | 61,341,405 | 572,648 | 8,176,355 |
| Andrew G. Sharkey, III | 60,994,495 | 919,558 | 8,176,355 |

Each of the above directors shall serve for a term of one year and until their successors have been duly elected and qualified.

Proposal 2 Amendment of the Company's Restated Articles of Incorporation

The Company's shareholders approved an amendment to the Company's Restated Articles of Incorporation to increase the number of authorized shares of Common Stock to 200,000,000 as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------|-------------------------|
| 56,565,075 | 5,303,667 | 45,311 | 8,176,355 |

A copy of the Certificate of Amendment to the Restated Articles of Incorporation is attached as Exhibit 3.1 hereto.

Proposal 3 Advisory Vote on the Approval of the Compensation of Our Named Executive Officers

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The Company's shareholders approved the compensation of our named executive officers as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------|-------------------------|
| 60,360,489 | 1,282,781 | 270,783 | 8,176,355 |

Proposal 4 Shareholder Proposal

The Company's shareholders did not approve the shareholder proposal to separate the roles of CEO and Chairman as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------|-------------------------|
| 26,058,437 | 35,795,360 | 60,256 | 8,176,355 |

Proposal 5 Ratification of Company's Independent Auditors

The Audit Committee selected KPMG LLP as the independent registered public accounting firm to perform the annual audit of the 2012 consolidated financial statements of the Company and its subsidiaries. The Company's shareholders ratified the selection of KPMG LLP as follows:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstained</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|------------------|-------------------------|
| 69,989,457 | 55,772 | 45,179 | N/A |

No other matters were brought before the Annual Meeting for shareholder action.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

N/A

(b) Pro Forma Financial Information.

N/A

(c) Shell company transactions.

N/A

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Certificate of Amendment to the Restated Articles of Incorporation of Reliance Steel & Aluminum Co. |

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 thereunto duly authorized.

RELIANCE STEEL & ALUMINUM CO.

Dated: May 16, 2012

By: /s/ Kay Rustand
Kay Rustand
Vice President, General Counsel and
Corporate Secretary

RELIANCE STEEL & ALUMINUM CO.

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INDEX TO EXHIBITS

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