

CORN PRODUCTS INTERNATIONAL INC  
Form 8-K  
May 21, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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 15, 2012**

**CORN PRODUCTS INTERNATIONAL, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-13397**  
(Commission  
File Number)

**22-3514823**  
(IRS Employer  
Identification No.)

**5 Westbrook Corporate Center, Westchester, Illinois**  
(Address of Principal Executive Offices)

**60154-5749**  
(Zip Code)

**(708) 551-2600**

(Registrant's Telephone Number, Including Area Code)

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**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.

(a) The annual meeting of the company's stockholders was held on May 15, 2012. As of the record date of the meeting, 76,324,875 shares of common stock were issued and outstanding.

(b) At the annual meeting, the following matters were submitted to a vote of security holders. The number of votes cast for, against, or withheld and the number of abstentions and broker non-votes as to each such matter were as follow:

**1. Election of Directors**

The following nominees were elected to serve as Class I Directors of the company each for a term of one year and until his successor has been duly elected and shall have qualified or until his earlier death, removal or resignation with votes cast as follow:

| Name                   | Votes For  | Votes Withheld | Broker Non-Votes |
|------------------------|------------|----------------|------------------|
| Richard J. Almeida     | 60,080,570 | 1,439,861      | 5,938,412        |
| Luis Aranguren-Trellez | 49,219,312 | 12,301,119     | 5,938,412        |
| Paul Hanrahan          | 59,781,777 | 1,738,654      | 5,938,412        |
| Wayne M. Hewett        | 61,007,840 | 512,591        | 5,938,412        |
| Gregory B. Kenny       | 59,124,040 | 2,396,391      | 5,938,412        |
| James M. Ringler       | 52,879,398 | 8,641,033      | 5,938,412        |

**2. Vote to approve an amendment to the company's certificate of incorporation to change the company's name to Ingredient Incorporated**

The votes cast on a proposal asking stockholders to approve an amendment to the company's certificate of incorporation by adopting the following resolution:

*RESOLVED*: that this corporation change its corporate name by changing Article First of its Certificate of Incorporation to be and read in its entirety as follows:

**FIRST**: The name of the Corporation is Ingredient Incorporated.

were as follow:

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 66,322,911       | 1,055,438            | 80,494             |

**3. Advisory Vote on Compensation of Named Executive Officers**

The votes cast on a proposal to approve, on an advisory basis, the compensation of the company's Named Executive Officers as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the accompanying compensation tables and the related narrative disclosures in the proxy statement for the company's 2012 annual meeting of stockholders were as follow:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 58,001,548       | 2,361,840            | 1,157,043          | 5,938,412               |

**4. Ratification of Appointment of Auditors**

The votes cast on a proposal to ratify the appointment by the audit committee of the board of directors of the firm of KPMG LLP as the independent registered public accounting firm of the company and its subsidiaries, in respect of the company's operations in 2012, were as follow:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> |
|------------------|----------------------|--------------------|
| 65,926,097       | 927,729              | 605,017            |

(c) Not applicable.

(d) Not applicable.

**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.

**CORN PRODUCTS INTERNATIONAL, INC.**

Date: May 21, 2012

By:

*/s/ Cheryl K. Beebe*

Cheryl K. Beebe

Executive Vice President and Chief Financial Officer