

ANDERSONS INC  
Form 8-K  
May 06, 2011

---

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 6, 2011

The Andersons, Inc.

(Exact name of registrant as specified in its charter)

Ohio

000-20557

34-1562374

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

480 West Dussel Drive, Maumee, Ohio

43537

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

419-893-5050

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))

**Top of the Form****Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of the shareholders of The Andersons, Inc. was held on May 6, 2011 to elect nine directors, to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm, to vote on executive compensation as provided in the proxy, and to vote on the frequency of shareholder votes on executive compensation. The results of the voting are as follows:

**Proposal 1** Election of Directors:

| <b>Director</b>      | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Non Votes</b> |
|----------------------|------------|----------------|-----------------|------------------|
| Michael J. Anderson  | 13,494,064 |                | 166,470         | 3,132,892        |
| Gerard M. Anderson   | 9,732,264  |                | 3,928,270       | 3,132,892        |
| Catherine M. Kilbane | 13,634,736 |                | 25,798          | 3,132,892        |
| Robert J. King, Jr.  | 13,510,196 |                | 150,338         | 3,132,892        |
| Ross W. Manire       | 13,618,076 |                | 42,458          | 3,132,892        |
| Donald L. Mennel     | 13,606,198 |                | 54,336          | 3,132,892        |
| David L. Nichols     | 13,599,577 |                | 60,957          | 3,132,892        |
| John T. Stout, Jr.   | 13,631,207 |                | 29,327          | 3,132,892        |
| Jacqueline F. Woods  | 13,588,729 |                | 71,805          | 3,132,892        |

**Proposal 2** Ratification of appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for the year ending December 31, 2011:

|            |            |
|------------|------------|
| For:       | 16,642,594 |
| Against:   | 135,098    |
| Abstain:   | 15,734     |
| Non Votes: |            |

**Proposal 3** An advisory vote on executive compensation, as provided in the proxy:

|            |            |
|------------|------------|
| For:       | 13,281,319 |
| Against:   | 182,583    |
| Abstain:   | 196,632    |
| Non Votes: | 3,132,892  |

**Proposal 4** An advisory vote on the frequency of shareholder votes on executive compensation:

|            |            |
|------------|------------|
| 1 year:    | 11,978,659 |
| 2 years:   | 59,368     |
| 3 years:   | 1,605,972  |
| Abstain:   | 16,535     |
| Non Votes: | 3,132,892  |

---

**Top of the Form**

**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.

The Andersons, Inc.

*May 6, 2011*

By: *Michael J. Anderson*

---

*Name: Michael J. Anderson  
Title: President and CEO*