OIL DRI CORP OF AMERICA
Form 8-K
December 11, 2012

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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) December 11, 2012

Oil-Dri Corporation of America (Exact name of registrant as specified in its charter)

Delaware 001-12622 36-2048898 (State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

410 North Michigan Avenue

Suite 400

Chicago, Illinois 60611-4213 (Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (312) 321-1515

(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 (see General Instruction A.2. below):

- "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.

Oil-Dri Corporation of America (the "Registrant") held its annual meeting of stockholders on December 11, 2012. See the Registrant's Proxy Statement for more information on the proposals presented at the meeting, the relevant portions of which are incorporated herein by reference.

ITEM 1: Election of Directors

The stockholders elected all of the Board's nominees for director. The voting results were as follows:

Director For Withheld Broker Non-Votes

J. Steven Cole 23,922,39689,217 573,837 Arnold W. Donald 23,920,57691,037 573,837 Daniel S. Jaffee 22,909,5031,102,110573,837 Richard M. Jaffee 22,835,2111,176,402573,837 Joseph C. Miller 22,146,0321,865,581573,837 Michael A. Nemeroff 22,128,5781,883,035573,837 Allan H. Selig 23,078,955932,658 573,837 Paul E. Suckow 23,936,08875,525 573,837

ITEM 2: RATIFICATION OF THE appointment OF INDEPENDENT AUDITOR

The stockholders ratified the appointment of PricewaterhouseCoopers LLP as independent auditor for the fiscal year ending July 31, 2013. The voting results were as follows:

For 24,505,367 Against 71,071 Abstain 9,012 Broker Non-Votes N/A

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.

OIL-DRI CORPORATION OF AMERICA

By:/s/ Douglas A. Graham
Douglas A. Graham
Vice President and General Counsel

Date: December 11, 2012