

COLUMBIA SPORTSWEAR CO
Form 8-K
June 01, 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 27, 2011

Columbia Sportswear Company

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)
14375 Northwest Science Park Drive

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

Portland, Oregon 97229

(Address of principal executive offices)

(Zip Code)

(503) 985-4000

(Registrant's telephone number, including area code)

(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

- (a) The Columbia Sportswear Company's Annual Meeting of Shareholders was held on May 27, 2011 (the Meeting).
- (b) Four matters, which are more fully described in the Company's definitive proxy statement filed with the Securities and Exchange Commission, were submitted to a vote of security holders at the Meeting:
1. To elect directors for the next year;
 2. To ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2011;
 3. To approve, by non-binding vote, executive compensation; and
 4. To recommend, by non-binding vote, the frequency of executive compensation votes.

At the Meeting, 33,409,523 shares of common stock were represented in person or proxy, which constituted 98.55 percent of the 33,899,946 shares of the Company outstanding and entitled to vote at the Meeting as of March 23, 2011, the record date of the Meeting, and a quorum. Each share was entitled to one vote at the Meeting.

1. **Election of Directors.** All of the following directors were elected at the Meeting by the votes cast as follows:

| | Votes For | Votes Against or Withheld | Abstentions | Broker Non-Votes |
|-------------------|------------|---------------------------|-------------|------------------|
| Gertrude Boyle | 32,329,896 | 44,975 | 0 | 1,034,652 |
| Timothy P. Boyle | 32,225,526 | 149,345 | 0 | 1,034,652 |
| Sarah A. Bany | 32,332,960 | 41,911 | 0 | 1,034,652 |
| Murrey R. Albers | 32,329,126 | 45,745 | 0 | 1,034,652 |
| Stephen E. Babson | 32,284,263 | 90,608 | 0 | 1,034,652 |
| Andy D. Bryant | 32,358,290 | 16,581 | 0 | 1,034,652 |
| Edward S. George | 32,327,387 | 47,484 | 0 | 1,034,652 |
| Walter T. Klenz | 32,329,429 | 45,442 | 0 | 1,034,652 |
| Ronald E. Nelson | 32,358,285 | 16,586 | 0 | 1,034,652 |
| John W. Stanton | 26,674,515 | 5,700,356 | 0 | 1,034,652 |

2. **Ratification of Auditors.** The proposal to ratify the selection of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2011 was approved with the following votes:

| For | Against | Abstentions |
|------------|---------|-------------|
| 33,018,627 | 160,796 | 230,100 |

3. **Say on Pay.** The proposal to approve, by non-binding vote, the Company's executive compensation program, passed as management recommended with the following votes:

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 30,642,504 | 223,663 | 1,508,704 | 1,034,652 |

4. **Frequency of Say on Pay Vote.** The proposal to approve, by non-binding vote, the frequency of the advisory vote on the Company's executive compensation program was approved, as management recommended, with the following votes:

| One Year | Two Years | Three Years | Abstain |
|------------|-----------|-------------|-----------|
| 30,096,896 | 18,967 | 750,486 | 1,508,522 |

A majority of the votes cast by shareholders voted, on an advisory basis, to hold an advisory vote to approve executive compensation annually. In line with this recommendation by shareholders, the Company's Board of Directors has determined that it will include an annual advisory shareholder vote on executive compensation in its proxy materials until the next required advisory vote on the frequency of shareholder votes on executive compensation, which will occur no later than our Annual Meeting of shareholders in 2017.

SIGNATURE

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.

Date: June 1, 2011

Columbia Sportswear Company

By: /s/ PETER J. BRAGDON

Name: Peter J. Bragdon

Title: Senior Vice President of Legal and Corporate Affairs,

General Counsel and Secretary