

TITAN INTERNATIONAL INC
Form 8-K
May 20, 2013

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, 2013

TITAN INTERNATIONAL, INC.
(Exact name of Registrant as specified in its Charter)

| | | |
|--------------------------|--------------------------|--------------------------------------|
| Illinois | 1-12936 | 36-3228472 |
| (State of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

2701 Spruce Street, Quincy, IL 62301
(Address of principal executive offices, including Zip Code)

(217) 228-6011
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

INFORMATION TO BE INCLUDED IN THIS REPORT

Item SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

5.07

On May 16, 2013, Titan International, Inc. (Titan) held its Annual Meeting of Stockholders (Annual Meeting) for the purposes of:

- Electing Maurice M. Taylor Jr. as director to serve for a three-year term.
- Ratifying the appointment of Grant Thornton LLP as the independent registered public accounting firm for 2013.
 - Approving the Titan International, Inc. Executive Short-Term Incentive Plan.
 - Approving a non-binding advisory resolution on executive compensation.

Of the 53,514,431 shares of Titan common stock outstanding on the record date, there were a total of 45,580,136 shares of Titan common stock (or 85.17% of total shares outstanding) represented at the Annual Meeting.

Maurice M. Taylor Jr. was elected as director with the following vote:

| | Shares Voted For | Shares Withheld | Broker Non-Votes |
|-----------------------|---------------------|--------------------|---------------------|
| Maurice M. Taylor Jr. | 36,289,021 | 2,066,535 | 7,224,580 |

The following were directors at the time of the annual meeting and continue serving their term as Titan directors: Erwin H. Billig, Richard M. Cashin Jr., Albert J. Febbo, Anthony L. Soave, and Mitchell I. Quain.

The appointment of Grant Thornton LLP as the independent registered public accounting firm was ratified by the following vote:

| Shares Voted For | Shares Against | Shares Abstaining | Broker Non-Votes |
|---------------------|-------------------|----------------------|---------------------|
| 44,832,142 | 596,786 | 151,208 | |

The Titan International, Inc. Executive Short-Term Incentive Plan was approved by the following vote:

| Shares Voted For | Shares Against | Shares Abstaining | Broker Non-Votes |
|---------------------|-------------------|----------------------|---------------------|
| 35,869,321 | 2,400,445 | 85,790 | 7,224,580 |

The non-binding advisory resolution on executive compensation was approved by the following vote:

| Shares Voted For | Shares Against | Shares Abstaining | Broker Non-Votes |
|---------------------|-------------------|----------------------|---------------------|
| 20,334,362 | 17,921,231 | 99,963 | 7,224,580 |

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.

TITAN INTERNATIONAL, INC.
(Registrant)

Date: May 20, 2013

By: /s/ PAUL G. REITZ
Paul G. Reitz
Chief Financial Officer
(Principal Financial Officer)