

WORTHINGTON INDUSTRIES INC
Form 8-K
October 02, 2009

**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): October 2, 2009 (September 30, 2009)

WORTHINGTON INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Ohio 001-08399 31-1189815
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

200 Old Wilson Bridge Road, Columbus, Ohio 43085
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (614) 438-3210

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)

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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 2.02. Results of Operations and Financial Condition.

Management of Worthington Industries, Inc. (the “Registrant”) conducted a conference call on September 30, 2009, beginning at approximately 10:30 a.m., Eastern Daylight Time, to discuss the Registrant’s unaudited financial results for the first quarter of fiscal 2010 (the fiscal quarter ended August 31, 2009). Additionally, the Registrant’s management addressed certain issues related other issues. A copy of the transcript of the conference call is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 2.02 and Exhibit 99.1 furnished with this Current Report on Form 8-K, is being furnished pursuant to Item 2.02 and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, unless the Registrant specifically states that the information is to be considered “filed” under the Exchange Act or incorporates the information by reference into a filing under the Securities Act of 1933, as amended (the “Securities Act”), or the Exchange Act.

Item 8.01 Other Events.

Results from 2009 Annual Meeting.

The following votes occurred at the 2009 Annual Meeting:

(a) Election of Directors at 2009 Annual Meeting and Continuing Directors

At the 2009 Annual Meeting, each of John B. Blystone, John R. Kasich and Sidney A. Ribeau was re-elected as a director of the Registrant for a three-year term, expiring at the 2012 Annual Meeting of Shareholders.

The directors of the Registrant whose terms of office continue until the 2010 Annual Meeting of Shareholders are: John P. McConnell and Mary Schiavo.

The directors of the Registrant whose terms of office continue until the 2011 Annual Meeting of Shareholders are: Michael J. Endres, Peter Karmanos, Jr. and Carl A. Nelson, Jr.

(b) Ratification by Shareholders of Selection of KPMG LLP

At the 2009 Annual Meeting, the shareholders of the Registrant ratified the appointment of KPMG LLP as the Registrant’s independent registered public accounting firm for the fiscal year ending May 31, 2010.

Item 9.01. Financial Statements and Exhibits.

(a) through (c): Not applicable.

(d) Exhibits:

The exhibits are included with this Current Report on Form 8-K:

| <u>Exhibit</u> <u>No.</u> | <u>Description</u> |
|------------------------------|--------------------|
|------------------------------|--------------------|

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| 99.1 | Transcript of Worthington Industries, Inc. Earnings Conference Call for First Quarter of Fiscal 2010 (Fiscal Quarter ended August 31, 2009), held on September 30, 2009. |
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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.

WORTHINGTON INDUSTRIES, INC.

Date: October 2, 2009

By: /s/ Dale T. Brinkman

Dale T. Brinkman, Vice President-

Administration, General Counsel and Secretary