

Motorola Solutions, Inc.  
Form 8-K  
May 05, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 2, 2011**

**Motorola Solutions, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**DELAWARE**

**(State or Other Jurisdiction of Incorporation)**

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**1-7221**  
(Commission File Number)

**36-1115800**  
(IRS Employer Identification No.)

**1303 East Algonquin Road**

**Schaumburg, Illinois**  
(Address of Principal Executive Offices)

**60196**  
(Zip Code)

**Registrant's telephone number, including area code: (847) 576-5000**

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.**

The Company held its annual meeting of stockholders on May 2, 2011, and the following matters were voted on at that meeting:

1. The election of the following directors, who will serve until their respective successors are elected and qualified or until their earlier death or resignation:

| Director            | For         | Against    | Abstain | Broker non-votes |
|---------------------|-------------|------------|---------|------------------|
| Gregory Q. Brown    | 257,479,128 | 3,430,553  | 224,939 | 27,977,336       |
| William J. Bratton  | 250,174,617 | 10,678,728 | 281,275 | 27,977,336       |
| David W. Dorman     | 241,466,407 | 19,395,737 | 272,476 | 27,977,336       |
| Michael V. Hayden   | 258,497,339 | 2,358,374  | 278,907 | 27,977,336       |
| Vincent J. Intrieri | 225,531,355 | 35,195,129 | 408,136 | 27,977,336       |
| Judy C. Lewent      | 258,509,532 | 2,294,963  | 330,125 | 27,977,336       |
| Samuel C. Scott III | 239,510,259 | 21,351,895 | 272,466 | 27,977,336       |
| John A. White       | 257,358,525 | 3,530,168  | 245,927 | 27,977,336       |

2. The stockholders approved, on an advisory (non-binding) basis, the Company's executive compensation, by the votes set forth in the table below:

| For         | Against    | Abstain | Broker Non-Votes |
|-------------|------------|---------|------------------|
| 231,640,691 | 28,876,948 | 616,981 | 27,977,336       |

3. The stockholders approved, on an advisory (non-binding) basis, the holding of an advisory (non-binding) vote on executive compensation on an annual basis, by the votes set forth in the table below:

| One-Year Frequency Vote | Two-Year Frequency Vote | Three-Year Frequency Vote | Abstain | Broker Non-Votes |
|-------------------------|-------------------------|---------------------------|---------|------------------|
| 235,812,669             | 1,072,123               | 23,532,606                | 717,222 | 27,977,336       |

Based upon these results, the Board of Directors determined to hold an annual advisory vote on executive compensation.

4. The reapproval of the material terms for performance-based awards under the Motorola Solutions Omnibus Incentive Plan of 2006 was approved by the stockholders, by the votes set forth in the table below:

| For         | Against   | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 252,653,536 | 7,963,300 | 517,784 | 27,977,336       |

5. The ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2011 was ratified by the stockholders, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|-----|---------|---------|------------------|
|-----|---------|---------|------------------|

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|             |           |         |     |
|-------------|-----------|---------|-----|
| 285,612,708 | 3,166,720 | 333,042 | n/a |
|-------------|-----------|---------|-----|

6. A shareholder proposal on human rights policy was defeated by the stockholders, by the votes set forth in the table below.

| For        | Against     | Abstain    | Broker Non-Votes |
|------------|-------------|------------|------------------|
| 11,988,755 | 225,733,830 | 23,412,035 | 27,977,336       |

**Item 8.01. Other Events.**

On May 3, 2011, Gregory Q. Brown was appointed Chairman and Chief Executive Officer and David W. Dorman was appointed Lead Independent Director.

**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.

MOTOROLA SOLUTIONS, INC.

(Registrant)

Dated: May 5, 2011

By: /s/ John K. Wozniak  
Name: John K. Wozniak  
Title: Corporate Vice President and Chief

Accounting Officer