

HARLEY DAVIDSON INC
Form 8-K
May 03, 2012

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): April 28, 2012

Harley-Davidson, Inc.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

1-9183
(Commission
File Number)

39-1382325
(IRS Employer
Identification No.)

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3700 West Juneau Avenue, Milwaukee, Wisconsin 53208

(Address of principal executive offices, including zip code)

(414) 342-4680

(Registrant's telephone number, including area code)

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)
- ☐ 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 2012 annual meeting of the shareholders (the Annual Meeting) of Harley-Davidson, Inc. (the Company) was held April 28, 2012. At the Annual Meeting, shareholders elected the following directors for terms expiring in 2013 by the votes indicated:

| | Shares Voted in Favor of | Shares Withholding Authority | Broker Non- Votes |
|----------------------|-----------------------------|---------------------------------|----------------------|
| Barry K. Allen | 172,889,229 | 3,940,646 | 24,978,225 |
| R. John Anderson | 175,795,005 | 1,034,870 | 24,978,225 |
| Richard I. Beattie | 172,626,016 | 4,203,859 | 24,978,225 |
| Martha F. Brooks | 174,437,536 | 2,392,339 | 24,978,225 |
| George H. Conrades | 162,521,226 | 14,308,649 | 24,978,225 |
| Donald A. James | 164,693,084 | 12,136,791 | 24,978,225 |
| Sara L. Levinson | 172,883,747 | 3,946,128 | 24,978,225 |
| N. Thomas Linebarger | 163,209,442 | 13,620,433 | 24,978,225 |
| George L. Miles, Jr. | 139,871,364 | 36,958,511 | 24,978,225 |
| James A. Norling | 172,564,315 | 4,265,560 | 24,978,225 |
| Keith E. Wandell | 170,066,992 | 6,762,883 | 24,978,225 |
| Jochen Zeitz | 173,897,701 | 2,932,174 | 24,978,225 |

The following reflects the voting results for matters other than the election of directors brought for vote at the Annual Meeting:

| | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|---|---------------------|----------------------------|-------------|---------------------|
| Approval, by advisory vote, of the compensation of the Company's Named Executive Officers | 171,432,208 | 4,844,215 | 553,452 | 24,978,225 |
| Ratification of Ernst & Young LLP as the Company's independent auditors | 187,819,059 | 13,066,639 | 922,402 | |

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.

HARLEY-DAVIDSON, INC.

Date: May 3, 2012

By: /s/ Paul J. Jones
Paul J. Jones
Vice President, General Counsel and Secretary

-3-