

STONERIDGE INC  
Form 8-K  
May 10, 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): May 7, 2012

**Stoneridge, Inc.**

(Exact name of registrant as specified in its charter)

Ohio                                      001-13337      34-1598949  
(State of other jurisdiction      (Commission      (IRS Employer  
of incorporation)                      File Number)      Identification No.)

9400 East Market Street  
Warren, Ohio                                      44484  
(Address of principal executive offices)      (Zip Code)

Registrant's telephone number, including area code: (330) 856-2443

N/A  
(Former name or former address, if changed since last report.)

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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 Shareholders on May 7, 2012 (the “Annual Meeting”). The following matters were voted on by shareholders at the Company’s Annual Meeting:

1. The seven nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:

| Nominee           | For        | Withheld | Broker Non-Votes |
|-------------------|------------|----------|------------------|
| John C. Corey     | 22,941,683 | 33,155   | 2,964,152        |
| Jeffrey P. Draime | 22,751,932 | 222,906  | 2,964,152        |
| Douglas C. Jacobs | 22,702,297 | 272,541  | 2,964,152        |
| Ira C. Kaplan     | 22,942,898 | 31,940   | 2,964,152        |
| Kim Korth         | 22,781,222 | 193,616  | 2,964,152        |
| William M. Lasky  | 22,809,078 | 165,760  | 2,964,152        |
| Paul J. Schlather | 22,942,898 | 31,940   | 2,964,152        |

2. The proposal to ratify the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ended December 31, 2012 was approved based on the following votes:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 25,521,117 | 416,682 | 1,191   | -                |

3. The 2011 compensation paid to the Company’s Named Executive Officers was approved based on the following advisory non-binding votes:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 21,667,767 | 432,747 | 874,324 | 2,964,152        |

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.

Stoneridge, Inc.

Date: May 9, 2012 /s/ George E. Strickler  
George E. Strickler, Executive Vice President, Chief  
Financial Officer and Treasurer (Principal Financial  
and Accounting Officer)