

MOHAWK INDUSTRIES INC

Form 8-K

May 13, 2011

**Table of Contents**

**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 11, 2011  
MOHAWK INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)**

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

**01 13697**  
(Commission File  
Number)

**52-1604305**  
(IRS Employer  
Identification No.)

**160 South Industrial Blvd., Calhoun, Georgia**  
(Address of Principal Executive Offices)

**30701**  
(Zip Code)

Registrant's telephone number, including area code **(706) 629-7721**  
(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 (*see* General Instruction A.2. below):

- Written communication pursuant to Rule 425 under 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 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act CFR 240.17R 240.13e-4(c))

**TABLE OF CONTENTS**

Item 5.07 Submission of Matters to a Vote of Security Holders.

SIGNATURES

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**Table of Contents****Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of Mohawk Industries, Inc. (the Company) was held on May 11, 2011, at which time stockholders were asked to elect a class of directors to serve a three-year term beginning in 2011, ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011, make a non-binding, advisory vote with respect to the compensation of the Company's Named Executive Officers, as disclosed and discussed in the compensation discussion and analysis, compensation tables and any related material disclosed in the proxy statement and make a non-binding, advisory vote regarding the frequency of future advisory votes on the compensation of the Company's Named Executive Officers.

(1) Votes regarding the election of the following persons as directors for a three-year term beginning in 2011 were as follows:

| Name                  | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| Karen A. Smith Bogart | 59,083,931 | 158,793        | 4,701,371        |
| John F. Fiedler       | 57,531,540 | 1,711,184      | 4,701,371        |
| Richard C. Ill        | 59,074,320 | 168,404        | 4,701,371        |
| Jeffrey S. Lorberbaum | 58,592,684 | 650,040        | 4,701,371        |

(2) Votes regarding ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011, were as follows:

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 63,780,917 | 80,835        | 11,359        | 70,984           |

(3) Votes regarding the non-binding, advisory vote with respect to the compensation of the Company's Named Executive Officers, were as follows:

| Votes For  | Votes Against | Votes Abstain | Broker Non-Votes |
|------------|---------------|---------------|------------------|
| 43,041,481 | 15,493,454    | 707,789       | 4,701,371        |

(4) Votes regarding the non-binding advisory vote regarding the frequency of future advisory votes on the compensation of the Company's Named Executive Officers, were as follows:

| Every Year | Every Two Years | Every Three Years | Votes Abstain | Broker Non-Votes |
|------------|-----------------|-------------------|---------------|------------------|
| 54,976,639 | 24,184          | 3,619,282         | 693,603       | 4,630,387        |

With respect to the foregoing Proposal 4, the option to hold future advisory votes every year received a majority of the votes cast at the Annual Meeting. Based on these results, the Company's Board of Directors currently intends to hold an advisory vote on executive compensation every year.

**Table of Contents**

**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.

Mohawk Industries, Inc.

Date: May 13, 2011

By: /s/ JAMES T. LUCKE  
James T. Lucke  
Vice President, General Counsel and  
Corporate Secretary