

CASCADE CORP
Form 8-K
June 07, 2011

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): June 1, 2011

CASCADE CORPORATION

(Exact name of registrant as specified in charter)

Oregon
(State or other jurisdiction
of incorporation)

1-12557
(Commission
File Number)

93-0136592
(IRS Employer
Identification No.)

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2201 N.E. 201st Avenue

Fairview, Oregon 97024-9718

(Address of principal executive offices) (Zip Code)

(503) 669-6300

(Registrant's telephone number, including area code)

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

(a) The 2011 annual meeting of shareholders of Cascade Corporation (the Company) was held on June 1, 2011.

(b) The matters considered and voted on by our shareholders at the annual meeting and the vote of the shareholders was as follows:

Proposal 1. Three directors were elected, each for a three-year term, by the votes indicated.

| Nominee | For | Withheld | Broker Non-Votes |
|-----------------------|-----------|----------|------------------|
| Peter D. Nickerson | 7,845,195 | 90,830 | 2,151,632 |
| Robert C. Warren, Jr. | 7,901,199 | 34,826 | 2,151,632 |
| Henry W. Wessinger II | 7,151,803 | 784,222 | 2,151,632 |

Proposal 2. To approve, on an advisory basis, the compensation of the Company's named executive officers. The proposal was approved by a majority of the votes cast, as indicated below.

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 7,340,849 | 217,456 | 377,720 | 2,151,632 |

Proposal 3. To vote, on an advisory basis, on the frequency with which the Company will hold future advisory votes on executive compensation. The Company's shareholders voted in favor of annual votes on executive compensation, as indicated below.

| One Year | Two Years | Three Years | Abstain | Broker Non-Votes |
|-----------|-----------|-------------|---------|------------------|
| 4,450,237 | 68,098 | 3,044,673 | 373,017 | 2,151,632 |

Proposal 4. To approve the Company's Short Term Incentive Plan. The proposal was approved by a majority of the votes cast, as indicated below.

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 7,389,994 | 173,711 | 372,320 | 2,151,632 |

Proposal 5. To approve the Company's Amended and Restated Stock Appreciation Rights and Restricted Stock Plan. The proposal was approved by a majority of the votes cast, as indicated below.

| For | Against | Abstentions | Broker Non-Votes |
|-----------|---------|-------------|------------------|
| 7,377,561 | 182,145 | 376,319 | 2,151,632 |

Proposal 6. Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the year ending January 31, 2012. The appointment was ratified by a majority of the votes cast, as indicated below.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 10,056,919 | 30,602 | 136 | 0 |

(d) On June 1, 2011, the Company's Board of Directors determined that, consistent with the recommendation of shareholders, the Company would hold an advisory vote to approve the compensation of the Company's named executive officers annually until the next required vote on the frequency of votes on executive compensation is held.

Item 7.01. Regulation FD Disclosure

Our annual meeting of shareholders was held on June 1, 2011. A transcript of the meeting, including the remarks of Robert C. Warren, Jr., President and Chief Executive Officer, is included as Exhibit 99.1 to this Form 8-K. These remarks, as well as the transcript, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or incorporated by reference in any filing under the Securities Act of 1933.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are included with this report:

99.1 Transcript of Annual Meeting of Shareholders held on June 1, 2011.

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.

Cascade Corporation

By: /s/ JOSEPH G. POINTER

Joseph G. Pointer

Chief Financial Officer

Dated: June 7, 2011