

ADTRAN 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 9, 2012**

**ADTRAN, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**0-24612**  
(Commission

file number)

**63-0918200**  
(I.R.S. Employer

Identification Number)

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901 Explorer Boulevard, Huntsville, Alabama 35806-2807

(Address of principal executive offices, including zip code)

(256) 963-8000

(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.**

ADTRAN, Inc. held its Annual Meeting of Stockholders on May 9, 2012 (Annual Meeting). At the Annual Meeting, ADTRAN's stockholders (i) elected the seven people listed below to serve as directors for a one year term expiring at the 2013 Annual Meeting of Stockholders and until their successors have been duly elected and qualified (Proposal 1); (ii) approved, on an advisory basis, the executive compensation policies of ADTRAN as well as the compensation of the named executive officers (Proposal 2); and, (iii) ratified the appointment of PricewaterhouseCoopers LLP to serve as our independent registered public accounting firm for 2012 (Proposal 3). The voting results for these proposals are presented in the tables below:

**Proposal 1 Election of Directors**

	For	Withheld	Broker Non-Votes
Thomas R. Stanton	54,331,127	2,135,089	3,080,227
H. Fenwick Huss	56,320,828	145,388	3,080,227
Ross K. Ireland	56,321,376	144,840	3,080,227
William L. Marks	55,870,027	596,189	3,080,227
James E. Matthews	53,376,186	3,090,030	3,080,227
Balan Nair	56,309,681	156,535	3,080,227
Roy J. Nichols	55,868,191	598,025	3,080,227

**Proposal 2 Advisory Vote on Executive Compensation**

	For	Against	Abstain	Broker Non-Votes
<b>Proposal 3 Ratification of the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for 2012</b>	55,891,575	552,033	22,608	3,080,227

	For	Against	Abstain
	58,989,051	540,057	17,335

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 10, 2012.

**ADTRAN, Inc.**

**(Registrant)**

By: /s/ James E. Matthews  
James E. Matthews  
Senior Vice President Finance,  
Chief Financial Officer, Treasurer,  
Secretary and Director