

SHERWIN WILLIAMS CO  
Form 8-K  
April 22, 2013

**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 17, 2013

**The Sherwin-Williams Company**

(Exact Name of Registrant as Specified in Charter)

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

**1-04851**  
(Commission  
File Number)

**34-0526850**  
(IRS Employer  
Identification No.)

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**101 West Prospect Avenue**

**Cleveland, Ohio**  
(Address of Principal Executive Offices)

**(216) 566-2000**

**44115**  
(Zip Code)

(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:

- .. 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 final voting results for the proposals submitted for a vote of shareholders at the Annual Meeting of Shareholders of The Sherwin-Williams Company held on April 17, 2013 are set forth below.

Proposal 1. The shareholders fixed the number of directors of Sherwin-Williams at eight and elected the following eight nominees as directors of Sherwin-Williams to serve until the next Annual Meeting of Shareholders and until their successors are elected. The voting results were as follows:

| Name                  | For        | Withheld  | Broker Non-Votes |
|-----------------------|------------|-----------|------------------|
| Arthur F. Anton       | 84,555,326 | 417,196   | 7,050,820        |
| Christopher M. Connor | 82,288,581 | 2,683,941 | 7,050,820        |
| David F. Hodnik       | 84,566,375 | 406,147   | 7,050,820        |
| Thomas G. Kadien      | 84,471,381 | 501,141   | 7,050,820        |
| Richard J. Kramer     | 84,465,032 | 507,490   | 7,050,820        |
| Susan J. Kropf        | 82,586,008 | 2,386,514 | 7,050,820        |
| Richard K. Smucker    | 81,903,301 | 3,069,221 | 7,050,820        |
| John M. Stropki       | 82,267,686 | 2,704,836 | 7,050,820        |

Proposal 2. The shareholders approved, on an advisory basis, the compensation of the named executives. The voting results were as follows:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 79,617,969 | 4,653,517 | 712,892 | 7,038,964        |

Proposal 3. The shareholders approved an amendment to Sherwin-Williams Amended Articles of Incorporation to implement majority voting in uncontested elections of directors. The voting results were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 83,996,976 | 526,362 | 461,177 | 7,038,827        |

A copy of Sherwin-Williams Amended and Restated Articles of Incorporation, as amended through April 17, 2013, is attached hereto as Exhibit 3 and incorporated herein by reference.

Proposal 4. The shareholders approved the ratification of the appointment of Ernst & Young LLP as Sherwin-Williams independent registered public accounting firm for 2013. The voting results were as follows:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 89,691,130 | 1,558,105 | 774,107 |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed with this report:

| Exhibit No. | Exhibit Description   |
|-------------|---|
| 3           | Amended and Restated Articles of Incorporation of The Sherwin-Williams Company, as amended through April 17, 2013 (filed herewith). |

**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.

**THE SHERWIN-WILLIAMS COMPANY**

April 22, 2013

By: /s/ Catherine M. Kilbane  
Catherine M. Kilbane  
Senior Vice President, General Counsel and

Secretary

**EXHIBIT INDEX**

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