

MILLER HERMAN INC

Form 8-K

October 11, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report: October 8, 2012

(Date of earliest event reported)

HERMAN MILLER, INC.

(Exact name of registrant as specified in its charter)

Michigan

(State or Other Jurisdiction of  
incorporation)

001-15141

(Commission File No.)

38-0837640

(IRS Employer  
Identification no.)

855 East Main Avenue

Zeeland, Michigan

(Address of Principal Executive Offices)

(616) 654-3000

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 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))

49464

(Zip Code)

Item 5.07 Submission of Matters of a Vote of Security Holders

The annual meeting of the shareholders of the Company was held on October 8, 2012, at which:

(1) The following nominees were elected to serve a two-year term on the company's Board of Directors by the following votes:

|                  |                  |
|------------------|------------------|
|                  | James R. Kackley |
| For              | 49,330,168       |
| Withheld         | 313,265          |
| Broker non-votes | 3,711,014        |

The following nominees were elected to serve three-year terms on the company's Board of Directors by the following votes:

|                  |                  |                   |                  |
|------------------|------------------|-------------------|------------------|
|                  | David A. Brandon | Douglas D. French | John R. Hoke III |
| For              | 48,950,342       | 49,359,120        | 49,358,990       |
| Withheld         | 693,091          | 284,313           | 284,443          |
| Broker non-votes | 3,711,014        | 3,711,014         | 3,711,014        |

The following individuals continued their service as Directors of the company: Mary Vermeer Andringa, J. Barry Griswell, Lisa A. Kro, Dorothy A. Terrell, David O. Ulrich, Michael A. Volkema, and Brian C. Walker.

(2) Ernst & Young LLP was approved as the company's independent auditors for the fiscal year ended June 1, 2013, by the following votes:

|                                      |            |
|--------------------------------------|------------|
| Ratification of Independent Auditors |            |
| For                                  | 52,396,329 |
| Against                              | 880,959    |
| Abstain                              | 77,159     |
| Broker non-votes                     | —          |

(3) The compensation paid to the Company's named executive officers was approved on an advisory basis by the following votes:

|   |            |
|---|------------|
| Approve, On an Advisory Basis, Executive Compensation |            |
| For   | 48,788,382 |
| Against   | 611,630    |
| Abstain   | 243,421    |
| Broker non-votes                                      | 3,711,014  |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: October 11, 2012

HERMAN MILLER, INC.

(Registrant)

By: /s/ James E. Christenson  
James E. Christenson  
Senior Vice President, Legal Services and  
Secretary