

KANSAS CITY SOUTHERN
Form 8-K
May 07, 2010

**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 6, 2010**

KANSAS CITY SOUTHERN

(Exact name of company as specified in its charter)

DELAWARE

1-4717

44-0663509

(State or other jurisdiction
of incorporation)

(Commission file number)

(IRS Employer
Identification Number)

427 West 12th Street, Kansas City, Missouri 64105

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(816) 983-1303

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:

- 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))
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Item 5.07 Submission of Matters to Vote of Security Holders.

At the 2010 Annual Meeting of Stockholders of Kansas City Southern (the Company) held on May 6, 2010, the proposals listed below were submitted to a vote of the stockholders. The proposals are described in the Company's definitive proxy statement for the 2010 Annual Meeting previously filed with the Securities and Exchange Commission on March 30, 2010. Each of the proposals was approved by the stockholders pursuant to the voting results set forth below.

Proposal 1 Election of four directors

The following nominees for the Board of Directors of the Company were elected to hold office until the Annual Meeting of Stockholders of the Company in the years indicated in the table below:

| Nominee | End of Term | Votes For | Votes Withheld | Broker Non-Vote |
|-----------------------|-------------|------------|----------------|-----------------|
| Lu M. Cordova | 2012 | 79,958,041 | 442,092 | 9,267,332 |
| Terrence P. Dunn | 2013 | 79,766,324 | 633,809 | 9,267,332 |
| Antonio O. Garza, Jr. | 2013 | 79,526,897 | 873,236 | 9,267,332 |
| David L. Starling | 2013 | 79,923,742 | 476,391 | 9,267,332 |

Proposal 2 Ratification of the Audit Committee's selection of KPMG LLP as the Company's independent registered public accounting firm for 2010.

The appointment of KPMG LLP as the Company's independent registered public accounting firm for 2010 was ratified by the following vote:

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 88,274,733 | 1,124,609 | 268,123 | |

SIGNATURE

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.

Kansas City Southern

May 7, 2010

By: */s/ Brian P. Banks*

Name: Brian P. Banks

Title: Associate General Counsel &
Corporate
Secretary

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