

ASHLAND INC.
Form 8-K
January 31, 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): January 26, 2012

ASHLAND INC.
(Exact name of registrant as specified in its charter)

Kentucky
(State or other jurisdiction of incorporation)

1-32532
(Commission File Number)

20-0865835
(I.R.S. Employer Identification No.)

50 E. RiverCenter Boulevard
P.O. Box 391
Covington, Kentucky 41012-0391
Registrant's telephone number, including area code (859) 815-3333

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As previously disclosed in the Proxy Statement filed by Ashland Inc. (“Ashland”) with the Securities and Exchange Commission on December 5, 2011 (the “Proxy Statement”), Theodore M. Solso, a Class III director, retired from Ashland’s Board of Directors effective as of Ashland’s Annual Meeting of Shareholders on January 26, 2012 (the “Annual Meeting”).

Item 5.07. Submission of Matters to a Vote of Security Holders.

Ashland held its Annual Meeting on January 26, 2012. A total of 70,773,544 shares of Common Stock, representing 90.60% of the shares outstanding and eligible to vote and constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of shareholders at the Annual Meeting are as follows:

Proposal 1: All of the Class II nominees for director were elected to serve a three-year term until the 2015 Annual Meeting, or until their respective successors are elected and qualified, by the votes set forth in the table below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|-------------------------|------------|---------|---------|------------------|
| Roger W. Hale | 63,135,929 | 841,030 | 178,485 | 6,618,100 |
| Vada O. Manager | 63,469,431 | 506,864 | 182,339 | 6,614,910 |
| George A. Schaefer, Jr. | 63,472,174 | 504,654 | 180,794 | 6,615,922 |
| John F. Turner | 63,173,886 | 789,495 | 195,255 | 6,614,908 |

Proposal 2: The appointment of PricewaterhouseCoopers LLP as Ashland’s independent registered public accountants for fiscal 2012 was ratified by the shareholders by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 70,332,378 | 328,945 | 112,221 | 0 |

Proposal 3: The non-binding advisory resolution approving the compensation paid to Ashland’s named executive officers, as disclosed in Ashland’s Proxy Statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion was approved by the shareholders by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 61,751,844 | 1,524,393 | 882,392 | 6,614,915 |

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.

ASHLAND INC.
(Registrant)

January 31, 2012

/s/ Lamar M. Chambers
Lamar M. Chambers
Senior Vice President and
Chief Financial Officer

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