

Alberto-Culver CO
Form 8-K
January 26, 2009

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, 2009

ALBERTO-CULVER COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-32970
(Commission File Number)

2525 Armitage Avenue

20-5196741
(IRS Employer

Identification No.)

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Melrose Park, Illinois 60160

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (708) 450-3000

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))

SECTION 2 FINANCIAL INFORMATION

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On January 26, 2009 Alberto-Culver Company issued a press release announcing its financial results for the first fiscal quarter ended December 31, 2008. The full text of the press release is attached hereto as Exhibit 99.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

The following exhibits are included herein:

Number	Description
99	Press Release dated January 26, 2009

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 thereunto duly authorized.

ALBERTO-CULVER COMPANY

By: /s/ Ralph J. Nicoletti
Ralph J. Nicoletti
Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

January 26, 2009

riots or a loss or malfunction of utilities or communications services, or if the Auction Agent is not able to conduct an Auction in accordance with the Auction Procedures for any such reason, then the Applicable Rate for the next Dividend Period shall be the Applicable Rate determined on the previous Auction Date; and (ii) if an Auction Date is not a Business Day because the New York Stock Exchange is closed for business for three or fewer than three consecutive calendar days (excluding Saturdays and Sundays and previously announced New York Stock Exchange holidays) due to an act of God, natural disaster, extreme weather, act of war, civil or military disturbance, act of terrorism, sabotage, riots or a loss or malfunction of utilities or communications services, or if the Auction Agent is not able to conduct an Auction in accordance with the Auction Procedures for any such reason, then the Applicable Rate for the next Dividend Period shall be the Applicable Rate determined by auction on the first Business Day following such Auction Date. (b) Notwithstanding anything else set forth herein, if a Dividend Payment Date is not a Business Day because the New York Stock Exchange is closed for business for more than three consecutive calendar days due to an act of God, natural disaster, extreme weather, act of war, civil or military disturbance, act of terrorism, sabotage, riots or a loss or malfunction of utilities or communications services, or if the dividend payable on such date can not be paid for any such reason, then: (i) The Dividend Payment Date for the affected Dividend Period shall be the next Business Day on which the Fund and the Auction Agent are able to cause the dividend to be paid using commercially reasonable best efforts; (ii) The affected Dividend Period shall end on the day it would have ended had such event not occurred and the Dividend Payment Date had remained the scheduled date; and (iii) The next Dividend Period will begin and end on the dates on which it would have begun and ended had such event not occurred and the Dividend Payment Date remained the scheduled date. (c) In the event that either provision (a) or (b) of this Section 7 is applicable for a Series of Preferred Shares, each Beneficial Owner or Existing Holder, as the case may be, of such Series of Preferred Shares shall hold all of the Preferred Shares of such Series held by such Beneficial Owner or Existing Holder until the next Auction Date for such Series of Preferred Shares (unless the Beneficial Owner or Existing Holder, as the case may be, of such Series of Preferred Shares sells his or her Preferred Shares outside of an Auction in a secondary trading market)." B-1 SECOND: The amendment to the Charter of the Corporation set forth in Article FIRST above was advised by the Board of Directors and approved by the stockholders. IN WITNESS WHEREOF, the undersigned officers of the Corporation have executed these Articles of Amendment and do hereby acknowledge that these Articles of Amendment are the act and deed of the Corporation and that, to the best of their knowledge, information and belief, the matters and facts contained herein with respect to authorization and approval are true in all material respects, under penalties of perjury. DATE: _____, 2004

Donald F. Crumrine Chief Executive Officer WITNESS: ----- R.
Eric Chadwick Secretary B-2 FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND INCORPORATED PROXY SOLICITED BY THE BOARD OF DIRECTORS The undersigned holder of shares of Common Stock of Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated, a Maryland corporation (the "Fund"), hereby appoints Donald F. Crumrine, Robert M. Ettinger and Teresa M. R. Hamlin, attorneys and proxies for the undersigned, with full powers of substitution and revocation, to represent the

undersigned and to vote on behalf of the undersigned all shares of Common Stock, which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held at the offices of Willkie Farr & Gallagher LLP, 787 Seventh Avenue, 38th Floor, New York, New York 10019 at 8:30 a.m., on April 23, 2004, and any adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated hereon. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given. ----- SEE REVERSE CONTINUED AND TO BE SIGNED ON REVERSE SIDE SEE REVERSE SIDE SIDE ----- FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND C/O PFPC, INC. P.O. BOX 8586 EDISON, NJ 08818-8586 --- PLEASE MARK [X] VOTES AS IN --- THIS EXAMPLE. THIS PROXY, IF PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES AS DIRECTORS AND FOR PROPOSAL 2. PLEASE REFER TO THE PROXY STATEMENT FOR A DISCUSSION OF THE PROPOSAL. 1. ELECTION OF DIRECTORS. NOMINEES: (01) Martin Brody, (02) Donald F. Crumrine, (03) David Gale and (04) Robert F. Wulf FOR --- WITHHELD ALL [] FROM ALL NOMINEES --- NOMINEES []

----- For all nominees except as noted above 2. To approve an amendment to the Fund's Articles Supplementary Establishing and Fixing the Rights and Preferences of Auction Market Preferred Stock. FOR AGAINST ABSTAIN [] THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE ELECTION OF THE NOMINEES AS DIRECTORS AND "FOR" THE APPROVAL OF AN AMENDMENT TO THE FUND'S ARTICLES SUPPLEMENTARY ESTABLISHING AND FIXING THE RIGHTS AND PREFERENCES OF AUCTION MARKET PREFERRED STOCK. --- MARK HERE FOR ADDRESS CHANGE AND NOTE AT LEFT [] --- PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE NOTE: Please sign exactly as your name appears on this Proxy. If joint owners, EITHER may sign this Proxy. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give your full title. Signature: Date: Signature: Date: -----

FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND INCORPORATED PROXY SOLICITED BY THE BOARD OF DIRECTORS The undersigned holder of shares of Auction Market Preferred Stock ("AMPS") of Flaherty & Crumrine/Claymore Preferred Securities Income Fund Incorporated, a Maryland corporation (the "Fund"), hereby appoints Donald F. Crumrine, Robert M. Ettinger and Teresa M. R. Hamlin, attorneys and proxies for the undersigned, with full powers of substitution and revocation, to represent the undersigned and to vote on behalf of the undersigned all shares of AMPS, which the undersigned is entitled to vote at the Annual Meeting of Shareholders of the Fund to be held at the offices of Willkie Farr & Gallagher LLP, 787 Seventh Avenue, 38th Floor, New York, New York 10019 at 8:30 a.m., on April 23, 2004, and any adjournments thereof. The undersigned hereby acknowledges receipt of the Notice of Annual Meeting and Proxy Statement and hereby instructs said attorneys and proxies to vote said shares as indicated hereon. In their discretion, the proxies are authorized to vote upon such other business as may properly come before the Meeting. A majority of the proxies present and acting at the Meeting in person or by substitute (or, if only one shall be so present, then that one) shall have and may exercise all of the power and authority of said proxies hereunder. The undersigned hereby revokes any proxy previously given. ----- SEE REVERSE CONTINUED AND TO BE SIGNED ON REVERSE SIDE SEE REVERSE SIDE SIDE ----- FLAHERTY & CRUMRINE/CLAYMORE PREFERRED SECURITIES INCOME FUND C/O PFPC, INC. P.O. BOX 8586 EDISON, NJ 08818-8586 --- PLEASE MARK [X] VOTES AS IN --- THIS EXAMPLE. THIS PROXY, IF PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES AS DIRECTORS AND FOR PROPOSAL 2. PLEASE REFER TO THE PROXY STATEMENT FOR A DISCUSSION OF THE PROPOSAL. 1. ELECTION OF DIRECTORS. NOMINEES: (01) Nicholas Dalmaso, (02) Morgan Gust FOR --- WITHHELD ALL [] FROM ALL NOMINEES --- NOMINEES []

----- For all nominees except as noted above 2. To approve an amendment to the Fund's Articles Supplementary Establishing and Fixing the Rights and Preferences of Auction Market Preferred Stock. FOR AGAINST ABSTAIN [] THE

BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THE ELECTION OF THE NOMINEES AS DIRECTORS AND "FOR" THE APPROVAL OF AN AMENDMENT TO THE FUND'S ARTICLES SUPPLEMENTARY ESTABLISHING AND FIXING THE RIGHTS AND PREFERENCES OF AUCTION MARKET PREFERRED STOCK. --- MARK HERE FOR ADDRESS CHANGE AND NOTE AT LEFT | | --- PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE NOTE: Please sign exactly as your name appears on this Proxy. If joint owners, EITHER may sign this Proxy. When signing as attorney, executor, administrator, trustee, guardian or corporate officer, please give your full title. Signature: Date: Signature: Date: ----- IMPORTANT - IMPORTANT - IMPORTANT WE NEED THE SUPPORT OF FFC SHAREHOLDERS IN APPROVING PROPOSAL 2: o THE FUND HAS OUTSTANDING SEVERAL SERIES OF AUCTION MARKET PREFERRED SECURITIES (AMPS), EACH OF WHICH HOLDS REGULAR AUCTIONS. o CURRENTLY, AN EXTRAORDINARY EVENT, SUCH AS OCCURRED ON 9/11/2001, COULD DISRUPT ONE OR MORE OF THESE AUCTIONS AND POSSIBLY RESULT IN THE FUND REDEEMING SHARES OF AMPS. o COMMON STOCKHOLDERS COULD EXPERIENCE AN INCREASE IN THE COST OF THE FUND'S LEVERAGE IF AUCTIONS WERE DISRUPTED BY AN EXTRAORDINARY EVENT. IN ADDITION, REDEMPTION OF AMPS COULD RESULT IN A REDUCTION IN THE FUND'S DIVIDEND RATE. o AMPS HOLDERS COULD LOSE THEIR OPPORTUNITY TO INVEST IN FFC. o PROPOSAL 2 MODIFIES PROCEDURES IN CASE OF AN EXTRAORDINARY EVENT, AS DESCRIBED IN THE ACCOMPANYING JOINT PROXY STATEMENT. o YOUR BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT FFC SHAREHOLDERS APPROVE PROPOSAL 2 TO AVOID THE POSSIBILITY OF ADVERSE CONSEQUENCES FROM AN EXTRAORDINARY EVENT.