

GRACO INC  
Form 8-K  
April 30, 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 26, 2013**

**Graco Inc.**

(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction  
of Incorporation)

001-9249  
(Commission  
File Number)

41-0285640  
(I.R.S. Employer  
Identification No.)

**88-11<sup>th</sup> Avenue Northeast**  
**Minneapolis, Minnesota**  
(Address of principal executive offices)  
Registrant's telephone number, including area code: **(612) 623-6000**

55413  
(Zip 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:

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- 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.**

On April 26, 2013, the Company held its Annual Meeting of Shareholders (the Annual Meeting) in Minneapolis, Minnesota. Set forth below are the final voting results on each matter submitted to a vote of security holders at the Annual Meeting. Each proposal is described in detail in the Company's Proxy Statement for 2013 Annual Meeting, filed with the Securities and Exchange Commission on March 13, 2013 (the 2013 Proxy Statement).

**Proposal 1**

The following directors were elected to serve for three-year terms:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Eric P. Etchart	49,514,921	1,041,640	5,234,839
J. Kevin Gilligan	49,156,818	1,399,743	5,234,839
William G. Van Dyke	49,847,187	709,374	5,234,839

**Proposal 2**

The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year 2013 was ratified:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
55,115,169	652,222	24,009

**Proposal 3**

Shareholders approved, on an advisory basis, the compensation paid to our Named Executive Officers as disclosed in the 2013 Proxy Statement:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
47,426,607	1,862,521	1,267,433	5,234,839

**Proposal 4**

The proposal to amend the Company's Restated Articles of Incorporation to adopt majority voting for the election of directors was approved:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
50,334,859	198,033	23,669	5,234,839

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

3.1 Restated Articles of Incorporation, as amended April 26, 2013.

EXHIBIT INDEX

Exhibit	Description
3.1	Restated Articles of Incorporation, as amended April 26, 2013.

**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.

GRACO INC.

Date: April 30, 2013

By: /s/ Karen Park Gallivan

Karen Park Gallivan

Its: Vice President, General Counsel and Secretary

4