

INTERNATIONAL ASSETS HOLDING CORP
Form 8-K
March 02, 2011

**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): 02/24/2011

INTL FCStone Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-23554

Delaware
(State or other jurisdiction of
incorporation)

59-2921318
(IRS Employer
Identification No.)

708 Third Avenue, Suite 1500,
New York, NY 10017
(Address of principal executive offices, including zip code)

212-485-3500
(Registrant's telephone number, including area code)

International Assets Holding Corporation
(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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As described under Item 5.07 of this Current Report, at the Annual Meeting of Shareholders of International Assets Holding Corporation (the "Company") held on February 24, 2011, the shareholders of the Company voted on and approved the amendment of the First Article of its Restated Certificate of Incorporation to change the name of the Company to INTL FCStone Inc. The Company filed the approved amendment with the Delaware Secretary of State on February 28, 2011.

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

The Annual Meeting of the Shareholders of International Assets Holding Corporation was held on February 24, 2011. The final voting results for each matter submitted to a vote of the Shareholders are as follows:

Item 1. With respect to the election of four Class II directors to hold office for a term expiring at the 2013 annual meeting and until their respective successors are duly elected and qualified or until their respective earlier resignation or removal, votes were validly cast as follows for the following persons as directors of the Company:

| Nominees | Number of Votes For | Number of Votes Withheld | Broker Non-Votes |
|--------------------|---------------------|--------------------------|------------------|
| Scott J. Branch | 12,958,978 | 112,543 | 4,876,212 |
| Bruce W. Krehbiel | 12,897,153 | 174,368 | 4,876,212 |
| Eric N. Parthemore | 12,803,760 | 267,761 | 4,876,212 |
| John Radziwill | 12,754,098 | 317,423 | 4,876,212 |

Item 2. KPMG LLP was ratified as the Company's independent registered public accounting firm for the 2011 fiscal year with the following vote:

| | |
|------------------|------------|
| FOR | 15,564,352 |
| AGAINST | 1,119,280 |
| ABSTAIN | 8,164 |
| BROKER NON-VOTES | 1,255,937 |

Item 3. Votes were cast with respect to the proposal to amend the Company's certificate of incorporation to change the company name to INTL FCStone Inc., as follows:

| | |
|------------------|------------|
| FOR | 16,135,709 |
| AGAINST | 547,170 |
| ABSTAIN | 8,917 |
| BROKER NON-VOTES | 1,255,937 |

Item 4. A Company proposal, required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, requesting that shareholders approve a non-binding resolution to approve the compensation awarded by the Company to the Company's Named Executive Officers ("say-on-pay") as described in the Compensation Discussion & Analysis ("CD&A"), tabular disclosures, and other narrative executive compensation disclosures in the January 14, 2011 Proxy Statement as required by the rules of the Securities and Exchange Commission, passed with the following vote:

| | |
|------------------|------------|
| FOR | 11,425,792 |
| AGAINST | 1,179,291 |
| ABSTAIN | 466,438 |
| BROKER NON-VOTES | 4,876,212 |

Item 5. A Company proposal, required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, requesting that shareholders vote on a non-binding resolution to determine whether the advisory shareholder vote on

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say-on-pay shall occur every one, two or three years ("say-on-frequency"), resulted in the following outcome:

| | |
|------------------|-----------|
| 1 YEAR | 3,071,393 |
| 2 YEARS | 248,739 |
| 3 YEARS | 9,321,262 |
| ABSTAIN | 430,127 |
| BROKER NON-VOTES | 4,876,212 |

Item 8.01. Other Events

Pursuant to the shareholder vote, the Board of Directors has determined it is the shareholders' expressed preference that a non-binding advisory vote on executive compensation shall occur every three years, and the Board has therefore decided to submit future advisory votes to the shareholders every three years.

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.

INTL FCStone Inc.

Date: March 02, 2011

By: /s/ Brian T. Sephton

Brian T. Sephton
Chief Legal & Governance Officer