

MODINE MANUFACTURING CO
Form 8-K
July 26, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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):

July 22, 2010

Modine Manufacturing Company
Exact name of registrant as specified in its charter

| | | |
|---|------------------------|---------------------------------------|
| Wisconsin | 1-1373 | 39-0482000 |
| State or other jurisdiction of incorporation | Commission File Number | I.R.S. Employer Identification Number |

1500 DeKoven Avenue, Racine, Wisconsin
Address of principal executive offices

53403
Zip Code

Registrant's telephone number, including area code: (262) 636-1200

Check the appropriate 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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act



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INFORMATION TO BE INCLUDED IN THE REPORT

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| Item 5.07 | Submission of Matters to a Vote of Security Holders |
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Election of Directors

On July 22, 2010, the shareholders of Modine Manufacturing Company voted to elect Thomas A. Burke, Charles P. Cooley and Gary L. Neale to serve as directors until the 2013 Annual Meeting of Shareholders and until their successors are duly elected and qualified. The results of the vote were as follows:

| Director | For | Against | Abstain | Broker Non-Votes |
|-------------------|------------|---------|---------|------------------|
| Thomas A. Burke | 39,484,012 | 367,303 | 56,056 | 3,975,614 |
| Charles P. Cooley | 39,633,033 | 306,458 | 64,945 | 3,975,614 |
| Gary L. Neale | 39,311,923 | 430,333 | 165,115 | 3,975,614 |

Ratification of Independent Registered Public Accounting Firm

The shareholders ratified the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm with 43,537,021 votes for ratification, 281,019 votes against and 64,945 votes abstaining.

Attached to this Current Report on Form 8-K as Exhibit 99.1 is a copy of the Company's press release reporting the voting on the matters presented at the annual meeting.

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| Item 9.01 | Financial Statements and Exhibits |
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| (d) | Exhibits |
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| | |
|-------------|-------------|
| Exhibit No. | Description |
|-------------|-------------|

| | |
|------|---|
| 99.1 | Press Release dated July 22, 2010 relating to voting results of the 2010 Annual Meeting of Shareholders |
|------|---|

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.

Modine Manufacturing Company

By: /s/ Thomas A. Burke
Thomas A. Burke
President and Chief Executive Officer

By: /s/ Margaret C. Kelsey
Margaret C. Kelsey
Vice President – Corporate Development,
General Counsel and Secretary

Date: July 26, 2010

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| <u>99.1</u> | Press Release dated July 22, 2010 relating to voting results of the 2010 Annual Meeting of Shareholders |
