

BADGER METER INC  
Form 8-K  
May 02, 2012  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report  
(Date of earliest  
event reported): April 27, 2012

Badger Meter, Inc.  
(Exact name of registrant as specified in its charter)

Wisconsin      1-6706      39-0143280  
(State or other      (Commission      (IRS Employer  
jurisdiction of      File Number)      Identification No.)  
incorporation)

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223  
(Address of principal executive offices, including zip code)

(414) 355-0400  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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

The Company's 2012 Annual Meeting of Shareholders was held on April 27, 2012. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

*Election of Directors.* The shareholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until the 2013 Annual Meeting of Shareholders or until such nominee's successor is duly elected and qualified. The following is a breakdown of the voting results:

<b>DIRECTOR</b>	<b>VOTES</b>		
	<b>FOR</b>	<b>WITHHELD</b>	<b>NON-VOTES</b>
Ronald H. Dix	10,965,360	402,118	2,064,660
Thomas J. Fischer	11,067,548	299,930	2,064,660
Gale E. Klappa	11,022,280	345,198	2,064,660
Gail A. Lione	11,299,067	68,411	2,064,660
Richard A. Meeusen	10,981,583	385,895	2,064,660
Andrew J. Policano	10,982,083	385,395	2,064,660
Steven J. Smith	10,952,710	414,768	2,064,660
Todd J. Teske	11,104,225	263,253	2,064,660

*Advisory Vote on Executive Compensation.* The shareholders of the Company approved, by advisory vote, the compensation of the Company's named executive officers. The following is a breakdown of the voting results:

<b>VOTES FOR</b>	<b>VOTES</b>		<b>NON-VOTES</b>
	<b>AGAINST</b>	<b>ABSTENTIONS</b>	
10,414,362	693,890	259,220	2,064,666

*Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm.* The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm. The following is a breakdown of the voting results:

<b>VOTES FOR</b>	<b>VOTES</b>		<b>NON-VOTES</b>
	<b>AGAINST</b>	<b>ABSTENTIONS</b>	
13,032,506	357,812	41,820	N/A

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**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.

**BADGER METER, INC.**

Date: May 2, 2012 By: /s/ William R. A. Bergum  
William R. A. Bergum  
Vice President – General Counsel and  
Secretary