

ARBITRON INC  
Form 8-K  
May 22, 2013

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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):

May 21, 2013

Arbitron Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-1969

52-0278528

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

9705 Patuxent Woods Drive, Columbia,  
Maryland

21046

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

410-312-8000

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:

- 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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On May 21, 2013, Arbitron Inc. (the Company) held its 2013 Annual Meeting of Stockholders. The certified results of the matters voted upon at the meeting, which are more fully described in the Company's proxy statement, are as follows:

1. Election of Directors. In an uncontested election, each of the following nominees was elected to the Board of Directors for a one-year term expiring in 2014. The following table reflects the voting results for each nominee:

	<b>For</b>	<b>Withheld</b>
Shellye L. Archambeau	20,305,182	148,801
Sean R. Creamer	20,283,989	169,994
David W. Devonshire	20,227,736	226,247
John A. Dimling	20,294,432	159,551
Erica Farber	20,268,521	185,462
Ronald Garriques	20,295,210	158,773
Philip Guarascio	20,280,908	173,075
William T. Kerr	20,283,144	170,839
Larry E. Kittelberger	20,281,489	172,494
Luis G. Nogales	20,281,359	172,624
Richard A. Post	20,281,368	172,615

Broker Non-Vote of 3,261,812 shares for each director.

2. Advisory Approval of Executive Compensation. The stockholders approved, on an advisory (non-binding) basis, the Company's executive compensation. The votes regarding this proposal were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
19,859,752	124,348	469,883	3,261,812

3. Auditor Ratification. The appointment of KPMG LLP as the Company's independent registered public accounting firm for 2013 was ratified by the following vote:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
23,403,036	159,996	152,763

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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.

Arbitron Inc.

May 22, 2013

By: *Timothy T. Smith*

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*Name: Timothy T. Smith*

*Title: Executive Vice President, Business Development and Strategy, Chief Legal Officer, and Secretary*