

WADDELL & REED FINANCIAL INC  
Form 8-K  
April 23, 2012

**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 18, 2012**

**WADDELL & REED FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other

**001-13913**  
(Commission

**51-0261715**  
(IRS Employer

Jurisdiction of

File Number)

Identification No.)

Incorporation)

**6300 Lamar Avenue**

**Overland Park, Kansas 66202**

(Address of Principal Executive Offices) (Zip Code)

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**(913) 236-2000**

(Registrant's telephone number, including area code)

(Registrant's 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 (*see* General Instruction A.2. below):

- 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.**

On April 18, 2012, Waddell & Reed Financial, Inc. (the Company) held its 2012 Annual Meeting of Stockholders. The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in the Company's Proxy Statement filed with the SEC on February 29, 2012. The results of the stockholder vote are as follows:

Proposal 1 Election of Directors

The following individuals were elected to serve as Class II directors to hold office until the 2015 Annual Meeting of Stockholders or until their respective successors are duly elected and qualified.

Nominee	For	Withheld	Non-Votes
Thomas C. Godlasky	73,693,924	2,731,870	3,847,050
Dennis E. Logue	65,961,164	10,464,630	3,847,050
Michael F. Morrissey	73,548,394	2,877,340	3,847,050
Ronald C. Reimer	65,541,367	10,884,427	3,847,050

Proposal 2 Advisory Vote on Executive Compensation

The stockholders approved, on an advisory (non-binding) basis, the compensation paid to the Company's named executive officers as described pursuant to Item 402 of Regulation S-K, including the compensation discussion and analysis, the compensation tables and the narrative discussion.

For	Against	Abstain	Non-Votes
55,643,808	18,709,506	2,072,480	3,847,050

Proposal 3 Approval of the Amendment and Restatement of the 2003 Executive Incentive Plan

The stockholders approved the amendment and restatement of the Company's 2003 Executive Incentive Plan, as amended and restated, to (a) extend the term of the plan to December 31, 2017, and (b) resubmit for stockholder approval the eligible employees and business criteria under the plan for purposes of complying with Section 162(m) of the Internal Revenue Code.

For	Against	Abstain	Non-Votes
73,772,569	2,411,846	241,379	3,847,050

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Proposal 4 Ratification of KPMG LLP as the Company's Independent Registered Public Accounting Firm for Fiscal 2012

The stockholders ratified the appointment of KPMG LLP to serve as the Company's independent registered public accounting firm for the 2012 fiscal year.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
79,136,942	1,121,447	14,455

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

WADDELL & REED FINANCIAL, INC.

Date: April 23, 2012

By:

*/s/ Daniel P. Connealy*  
Senior Vice President and  
Chief Financial Officer