

MARINEMAX INC  
Form 8-K  
January 20, 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): January 19, 2011**

**MARINEMAX, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**1-14173**

(Commission File Number)

**59-3496957**

(IRS Employer Identification No.)

**18167 U.S. Highway 19 North, Suite 300**

**Clearwater, Florida**

(Address of Principal Executive Offices)

**33764**

(Zip Code)

Registrant's telephone number, including area code: **(727) 531-1700**

(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))

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

On January 19, 2011, MarineMax, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) to consider and vote upon the following proposals: (1) to elect two directors, each to serve for a three-year term expiring in 2014; (2) to approve the Company's 2011 Stock-Based Compensation Plan; (3) to approve the Company's Incentive Compensation Program so as to take advantage of the benefits of Section 162(m) of the Internal Revenue Code; and (4) to ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the independent auditor of the Company for the fiscal year ending September 30, 2011.

Set forth below are the final voting results for each proposal submitted to a vote of the stockholders at the Annual Meeting. For more information on the following proposals, see the Company's definitive proxy statement on Schedule 14A, as filed with the Securities and Exchange Commission on December 10, 2010.

Proposal 1: To elect two directors, each to serve for a three-year term expiring in 2014.

| Nominee            | For        | Against   | Abstain | Broker Non-Votes |
|--------------------|------------|-----------|---------|------------------|
| Michael H. McLamb  | 18,349,161 | 1,115,810 | 181,879 | 2,206,888        |
| Russell J. Knittel | 18,728,695 | 916,969   | 1,186   | 2,206,888        |

Proposal 2: To approve the Company's 2011 Stock-Based Compensation Plan.

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 13,314,109 | 6,325,541 | 7,200   | 2,206,888        |

Proposal 3: To approve the Company's Incentive Compensation Program so as to take advantage of the benefits of Section 162(m) of the Internal Revenue Code.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 19,453,759 | 184,741 | 8,350   | 2,206,888        |

Proposal 4: To ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the independent auditor of the Company for the fiscal year ending September 30, 2011.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 21,810,888 | 42,850  | 0       | 0                |

Each of the director nominees and proposals received the necessary votes in favor to be adopted by the Company's stockholders at the Annual Meeting.

**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.

Date: January 20, 2011

MARINEMAX, INC.

/s/ Michael H. McLamb

Name: Michael H. McLamb

Title: Executive Vice President, Chief  
Financial Officer and Secretary