

ENPRO INDUSTRIES, INC  
Form 8-K  
May 09, 2011

**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 5, 2011**

**ENPRO INDUSTRIES, INC.**

(Exact name of Registrant, as specified in its charter)

North Carolina

001-31225

01-0573945

(State or other jurisdiction  
of incorporation)

(Commission file number)

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

5605 Carnegie Boulevard, Suite 500

Charlotte, North Carolina 28209

(Address of principal executive offices, including zip code)

(704) 731-1500

(Registrant's telephone number, including area code)

Not Applicable

(Former name or 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 5, 2011, in accordance with previously announced plans, William Dries retired as the Chief Financial Officer of EnPro Industries, Inc. (the Company ) and Alexander W. Pease was appointed as the Company's Chief Financial Officer. Mr. Dries continues to serve as a Senior Vice President of the Company until his anticipated retirement from the Company on September 11, 2011, his 60<sup>th</sup> birthday.

Mr. Pease joined the Company as a Senior Vice President on February 28, 2011. Biographical information regarding Mr. Pease is included in Item 5.02 of the Company's Form 8-K dated January 13, 2011, which information is incorporated herein by reference.

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

(a) The Company held its 2011 annual meeting of shareholders on May 5, 2011.

(b) The following sets forth the voting results on each of the matters voted upon at the annual meeting:

**Proposal 1. Election of Directors**

Each of the following individuals was elected as a director at the annual meeting.

<b>Nominee</b>	<b>No. of Votes "For"</b>	<b>No. of Votes Withheld</b>	<b>No. of Broker Non-votes</b>
J.P. Bolduc	16,838,640	428,030	
Peter C. Browning	15,357,360	1,909,310	
Diane C. Creel	16,836,536	430,134	
Don DeFosset	16,837,550	429,120	
Gordon D. Harnett	16,794,345	472,325	
David L. Hauser	16,842,792	423,878	
Stephen E. Macadam	16,752,188	514,482	
Wilbur J. Prezzano, Jr.	16,448,722	817,948	
All Directors			1,630,904

**Proposal 2.** Adoption of a resolution approving, on an advisory basis, the compensation paid to the Company's named executive officers as disclosed in the Company's proxy statement for the annual meeting.

<b>No. of Votes For</b>	<b>No. of Votes Against</b>	<b>No. of Abstentions</b>	<b>No. of Broker Non-votes</b>
15,912,018	1,337,450	17,202	1,630,904

**Proposal 3.** Selection, on an advisory basis, of the frequency of future shareholder advisory votes to approve the compensation of the Company's named executive officers.

<b>No. of Votes for Every One Year</b>	<b>No. of Votes for Every Two Years</b>	<b>No. of Votes for Every Three Years</b>	<b>No. of Abstentions</b>	<b>No. of Broker Non-votes</b>
15,484,314	19,375	1,699,208	63,773	0

**Proposal 4.** Ratification of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for 2011.

<b>No. of Votes For</b>	<b>No. of Votes Against</b>	<b>No. of Abstentions</b>	<b>No. of Broker Non-votes</b>
18,287,679	604,215	5,680	0

(d) The Company's Board of Directors has determined to hold an advisory vote of the shareholders to approve the compensation paid to the Company's named executive officers at each annual meeting (every one year) until the next required advisory vote of the shareholders to select the frequency of future advisory votes on executive compensation.

**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: May 9, 2011

**ENPRO INDUSTRIES, INC.**

By: /s/ Richard L. Magee  
Richard L. Magee  
Senior Vice President, General Counsel  
and Secretary