

RUDOLPH TECHNOLOGIES INC

Form 8-K

May 31, 2011

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

Date of Report (Date of earliest event reported): May 25, 2011

Rudolph Technologies, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

000-27965

22-3531208

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer Identification No.)

One Rudolph Road, P.O. Box 1000, Flanders, NJ 07836

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (973) 691-1300

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))

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

Rudolph Technologies, Inc. (the “Company”) held its 2011 Annual Meeting of Stockholders (the “Annual Meeting”) on May 25, 2011 near its Taiwan facility. At the Annual Meeting, the Company’s stockholders voted on the following four proposals and cast their votes as follows:

Proposal 1: Election of two Class III directors to serve for three-year terms expiring upon the 2014 Annual Meeting of Stockholders or until their successors are elected. The director nominees were:

Nominee	For	Against	Abstain	Broker Non-Votes
Aubrey C. Tobey	21,664,189	2,711,184	395,231	4,628,455
John R. Whitten	23,923,996	451,377	395,231	4,628,455

Each director nominee was elected a director of Rudolph Technologies, Inc.

Proposal 2: Non-binding advisory vote on executive compensation:

For	Against	Abstain	Broker Non-Votes
23,805,132	874,544	90,928	4,628,455

Proposal 3: Non-binding advisory vote on frequency of vote on executive compensation:

One year	Two years	Three years	Abstain	Broker Non-Votes
20,627,393	149,696	3,984,455	9,060	4,628,455

On an advisory basis, the Company’s stockholders indicated their preference for the advisory vote on executive compensation to be held annually. In accordance with the voting results for this item, the Company intends to provide stockholders with an annual opportunity to cast a non-binding advisory vote on executive compensation until the next required advisory vote on the frequency of future advisory votes on executive compensation. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Company is required to provide stockholders at least once every six calendar years the opportunity to cast a non-binding advisory vote on the frequency of stockholder votes on executive compensation.

Proposal 4: Ratification of Ernst & Young LLP as the Company’s independent registered public accountants for the year ending December 31, 2011:

For	Against	Abstain	Broker Non-Votes
29,390,739	1,043	7,277	—

This proposal was approved.

**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 thereunto duly authorized.

Rudolph Technologies, Inc.

Date: May 31, 2011

By: /s/ Paul F. McLaughlin

Paul F. McLaughlin

Chairman and Chief Executive Officer