

STANLEY BLACK & DECKER, INC.

Form 8-K

April 19, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 16, 2013**

**STANLEY BLACK & DECKER, INC**

(Exact name of Registrant as specified in its charter)

**Connecticut**

(State of incorporation)

**1-5244**

(Commission File No.)

**06-0548860**

(IRS Employer Identification No.)

**1000 Stanley Drive**

**New Britain, Connecticut 06053**

(Address of principal executive offices)

Registrant's telephone number: **(860) 225-5111**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On April 16, 2013, the Board of Directors of the Registrant approved amendments to the Company's Bylaws (i) to remove provisions relating to a classified Board that no longer apply (see Sections 1 and 1.A of Article III); (ii) to eliminate certain provisions adopted in connection with the Black & Decker merger relating to the responsibilities of the Chairman and the Chief Executive Officer (see Sections 2 and 3 of Article IV); and (iii) to correct a typographical error (see Section 11 of Article III). These amendments did not require shareholder approval.

The above summary is qualified in its entirety by reference to the full text of the amended provisions, which are contained in the Amended and Restated Bylaws attached as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated by reference herein.

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

The Registrant's Annual meeting of Shareholders was held on April 16, 2013.

**Proposal 1: The following Directors were elected at the meeting:**

<u>NOMINEE</u>	<u>VOTES FOR</u>	<u>VOTES WITHHELD</u>	<u>BROKER NON-VOTES</u>
George W. Buckley	122,907,592	5,558,783	10,647,637
Patrick D. Campbell	124,511,214	3,955,161	10,647,637
Carlos M. Cardoso	122,732,768	5,733,607	10,647,637
Robert B. Coutts	124,341,312	4,125,063	10,647,637
Benjamin H. Griswold, IV	122,786,030	5,680,345	10,647,637
John F. Lundgren	123,336,868	5,129,507	10,647,637
Anthony Luiso	123,840,351	4,626,024	10,647,637
Marianne M. Parrs	123,993,829	4,472,546	10,647,637
Robert L. Ryan	124,579,852	3,886,523	10,647,637

**Proposal 2: The Shareholders approved the Stanley Black & Decker 2013 Long-Term Incentive Plan:**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non- Votes</u>
112,201,288	15,413,224	843,222	10,647,637

**Proposal 3: The Shareholders approved Ernst & Young LLP as the Registrant's registered independent public accounting firm for the 2013 fiscal year:**

<u>For</u>	<u>Against</u>	<u>Abstain</u>
133,600,396	5,104,518	400,644

**Proposal 4: The Shareholders approved, on an advisory basis, the compensation of the Registrant's named executive officers:**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-</u> <u>Votes</u>
119,400,841	7,541,146	1,515,934	10,647,637

**Item 9.01 Financial Statements and Exhibits**

- (a) Not applicable
  - (b) Not applicable
  - (c) Exhibits
- 3.1 Amended and Restated Bylaws dated April 16, 2013.
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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.

Dated: April 18, 2013

**Stanley Black & Decker, Inc.**

By: /s/ Bruce H. Beatt  
Bruce H. Beatt  
Senior Vice President, General Counsel  
and Secretary

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Bylaws dated April 16, 2013

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