

CUBIC CORP /DE/  
Form 8-K  
March 01, 2010

**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**

**February 23, 2010**

Date of Report (date of earliest event reported)

**Cubic Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**9333 Balboa Avenue**

**San Diego, California**

(Address of principal executive offices)

**1-8931**

(Commission File No.)

**95-1678055**

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

**92123**

(Zip Code)

Registrant's telephone number, including area code: **(858) 277-6780**

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N/A

(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 communication 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 14-d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
  - Pre-commencement communications pursuant to Rule 13-e-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.**

The Company held its annual meeting of shareholders on February 23, 2010. Matters voted upon were (1) election of directors and (2) ratification of the Board's selection of Ernst & Young LLP as the Company's independent auditors for the fiscal year ending September 30, 2010.

The final number of votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, with respect to each matter are set out below.

1. Election of Directors

<b>Director</b>	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Walter J. Zable	22,162,303		533,888	2,664,560
Walter C. Zable	22,280,929		415,262	2,664,560
Bruce G. Blakley	22,597,204		98,987	2,664,560
William W. Boyle	21,503,604		1,192,587	2,664,560
Raymond L. deKozan	22,203,147		493,044	2,664,560
Edwin A. Guiles	22,591,475		104,716	2,664,560
Raymond E. Peet	22,432,281		263,910	2,664,560
Robert S. Sullivan	22,583,429		112,762	2,664,560
John H. Warner, Jr.	22,585,529		110,662	2,664,560

	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
2. Ratification of Independent Auditors	25,155,315	196,249	9,178	0

**SIGNATURES**

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

Date: March 1, 2010

CUBIC CORPORATION

By: /s/ William L. Hoese  
Name: William L. Hoese  
Title: General Counsel