

Kraton Performance Polymers, Inc.
Form 8-K
May 25, 2012

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): 5/23/2012

Commission File Number

001-34581

Kraton Performance Polymers, Inc.

(Exact name of registrant as specified in its charter)

Delaware 20-0411521
(State or other jurisdiction of (I.R.S. Employer

incorporation or organization) Identification No.)

15710 John F. Kennedy Blvd., Suite 300

Houston, TX 77032

(Address of principal executive offices, including zip code)

281-504-4700

(Registrant's telephone number, including area code)

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 May 23, 2012, we held our annual meeting of stockholders. A total of 30,288,477 shares were represented in person or by proxy at the meeting. Our stockholders considered four proposals as described in our proxy statement filed on April 10, 2012. The final results of the voting on each matter submitted to our stockholders at the annual meeting are set forth below.

Proposal 1 – Election of Class III Directors. The stockholders elected the nominees for Class III director by the vote shown below.

| Nominee | Votes “For” | Votes “Withheld” | Broker Non-Votes |
|---------------------|-------------|------------------|------------------|
| Steven J. Demetriou | 27,909,475 | 404,241 | 1,974,761 |
| Kevin M. Fogarty | 27,955,079 | 358,637 | 1,974,761 |
| Karen A. Twitchell | 27,960,200 | 353,516 | 1,974,761 |

Proposal 2 – Advisory Vote on the Compensation of the Named Executive Officers. The stockholders approved, on an advisory basis, the compensation of our named executive officers.

| Votes “For” | Votes “Against” | Abstentions | Broker Non-Votes |
|-------------|-----------------|-------------|------------------|
| 27,834,149 | 460,658 | 18,909 | 1,974,761 |

Proposal 3 – Adoption of the Kraton Performance Polymers, Inc. 2013 Cash Incentive Plan. The stockholders approved our 2013 Cash Incentive Plan.

| Votes “For” | Votes “Against” | Abstentions | Broker Non-Votes |
|-------------|-----------------|-------------|------------------|
| 27,528,341 | 673,849 | 111,526 | 1,974,761 |

Proposal 4 – Ratification of Appointment of Independent Registered Public Accounting Firm. The stockholders ratified the retention of KPMG as our independent registered public accounting firm for 2012.

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| Votes "For" | Votes "Against" | Abstentions | Broker Non-Votes |
|-------------|-----------------|-------------|---------------------|
| 30,085,416 | 187,747 | 15,314 | 0 |

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.

Kraton Performance
Polymers, Inc.

Date:

May 25, By: /s/ Stephen E. Tremblay
2012

Stephen E. Tremblay
Chief Financial Officer