

MARINEMAX INC  
Form 8-K  
February 23, 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): February 21, 2012**

**MARINEMAX, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction)

**1-14173**  
(Commission)

**59-3496957**  
(IRS Employer)

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of incorporation)

File Number)

Identification No.)

**18167 U.S. Highway 19 North, Suite 300**

**Clearwater, Florida 33764**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (727) 531-1700**

**(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 (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))

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

On February 21, 2012, MarineMax, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting) to consider and vote upon the following proposals: (1) to elect three directors, each to serve for a three-year term expiring in 2015; (2) to approve the amendment to the Company's 2008 Employee Stock Purchase Plan to increase the number of shares available for issuance under that plan by 500,000 shares; (3) to provide a non-binding advisory vote on the compensation of the Company's named executive officers for fiscal 2011; (4) to provide a non-binding advisory vote on the frequency of future non-binding advisory votes on the compensation of the Company's named executive officers; and (5) to ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the independent auditor of the Company for the fiscal year ending September 30, 2012.

Set forth below are the final voting results for each proposal submitted to a vote of the stockholders at the Annual Meeting. For more information on the following proposals, see the Company's definitive proxy statement on Schedule 14A, as filed with the Securities and Exchange Commission on January 12, 2012.

Proposal 1: To elect three directors, each to serve for a three-year term expiring in 2015.

Nominee	For	Against	Abstain	Broker Non-Votes
William H. McGill Jr.	19,477,151	259,119	7,523	1,763,818
John B. Furman	19,279,266	463,627	900	1,763,818
Robert S. Kant	16,922,645	2,820,248	900	1,763,818

Proposal 2: To approve the amendment to the Company's 2008 Employee Stock Purchase Plan to increase the number of shares available for issuance under that plan by 500,000 shares.

For	Against	Abstain	Broker Non-Votes
19,726,314	11,266	6,213	1,763,818

Proposal 3: To provide a non-binding advisory vote on the compensation of the Company's named executive officers for fiscal 2011.

For	Against	Abstain	Broker Non-Votes
19,409,119	319,745	14,929	1,763,818

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**Proposal 4:** To provide a non-binding advisory vote on the frequency of future non-binding advisory votes on the compensation of the Company's named executive officers.

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
18,181,182	2,208	1,545,667	14,736	1,763,818

**Proposal 5:** To ratify the appointment of Ernst & Young LLP, an independent registered public accounting firm, as the independent auditor of the Company for the fiscal year ending September 30, 2012.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
21,433,500	73,018	1,093	

Each of the director nominees and proposals received the necessary votes in favor to be adopted by the Company's stockholders at the Annual Meeting. In addition, based upon these results, the Company's Board of Directors has determined to hold the non-binding advisory vote on the compensation of the Company's named executive officers every year, until the next required vote on the frequency of future non-binding advisory votes on the compensation of the Company's named executive officers.

**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: February 23, 2012

MARINEMAX, INC.

/s/ Michael H. McLamb

Name: Michael H. McLamb

Title: Executive Vice President, Chief Financial Officer and Secretary