

GEORGIA GULF CORP /DE/  
Form 8-K  
May 24, 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**

Date of Report (Date of earliest event reported): **May 24, 2010 (May 18, 2010)**

**GEORGIA GULF CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**1-09753**  
(Commission File Number)

**58-1563799**  
(IRS Employer Identification No.)

**115 Perimeter Center Place, Suite 460, Atlanta, GA**  
(Address of principal executive offices)

**30346**  
(Zip Code)

Registrant's telephone number, including area code: **(770) 395 - 4500**

(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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Effective May 20, 2010, Georgia Gulf Corporation (the Company) amended its certificate of incorporation, as previously amended (the Certificate), to: (i) remove the requirement of plurality voting for directors, (ii) declassify the board of directors, and (iii) remove the requirement of a four-fifths stockholder vote to repeal or amend Article XV thereof, all in accordance with the affirmative vote of the holders of the requisite number of shares of the Company's common stock, which vote was obtained at the Company's 2010 annual meeting of stockholders held on May 18, 2010 (the Annual Meeting).

A copy of the Certificate, as so amended, is filed herewith as Exhibit 99.1, and is incorporated herein by reference.

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

The following items of business were acted upon at the Annual Meeting: (1) the election of three directors to serve for a term of three years; (2) the approval of an amendment to Article XV of the Certificate to remove the requirement of plurality voting for directors; (3) the approval of an amendment to Article XV of the Certificate to declassify the board of directors; (4) the approval of an amendment to Article XV of the Certificate to remove the requirement of a four-fifths stockholder vote to repeal or amend such article; and (5) the ratification of the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2010.

The results of the voting on the election of directors was as follows:

| Director Nominee   | Votes For  | Votes Withheld | Broker Non-Votes |
|--------------------|------------|----------------|------------------|
| Mark L. Noetzel    | 27,859,371 | 89,475         | 2,128,611        |
| Stephen E. Macadam | 27,744,328 | 204,518        | 2,128,611        |
| David N. Weinstein | 27,543,583 | 405,263        | 2,128,611        |

The results of the voting on the approval of an amendment to Article XV of the Certificate to remove the requirement of plurality voting for directors was as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 27,907,560 | 35,373        | 5,912       | 2,128,611        |

The results of the voting on the approval of an amendment to Article XV of the Certificate to declassify the board of directors was as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 29,998,644 | 62,113        | 16,699      | n/a              |

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The results of the voting on the approval of an amendment to Article XV of the Certificate to remove the requirement of a four-fifths stockholder vote to repeal or amend such article was as follows:

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 27,906,828       | 33,233               | 8,784              | 2,128,611               |

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The results of the voting on the ratification of the appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the year ending December 31, 2010 was as follows:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,044,783 | 23,379        | 9,294       | n/a              |

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

| Number | Exhibit   |
|--------|---|
| 99.1   | Certificate of Incorporation of Georgia Gulf Corporation, as amended. |

**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.

**GEORGIA GULF CORPORATION**

|        |   |
|--------|---|
| By:    | /s/ Joel I. Beerman                           |
| Name:  | Joel I. Beerman                               |
| Title: | Vice President, General Counsel and Secretary |

Date: May 24, 2010

**EXHIBIT INDEX**

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