

KNOLL INC  
Form 8-K  
May 09, 2011

**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): **05/05/2011**

**Knoll, Inc.**

(Exact name of registrant as specified in its charter)

Commission File Number: **001-12907**

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

**13-3873847**  
(IRS Employer  
Identification No.)

**1235 Water Street, East Greenville, Pennsylvania 18041**

(Address of principal executive offices, including zip code)

**(215) 679-7991**

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(Registrant's telephone number, including area code)

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

The following matters were voted on at the Knoll, Inc. (the Company) 2011 annual meeting of stockholders, which took place on May 5, 2011:

Proposal One To elect three directors named in the proxy statement for a term ending at the Company's 2014 annual meeting of stockholders. The following nominees were elected to the Board of Directors by the votes indicated below:

	Total Votes For	Total Votes Withheld	Broker Non-Votes
Andrew B. Cogan	41,909,485	1,124,997	1,276,518
Stephen F. Fisher	39,963,315	3,071,167	1,276,518
Sarah E. Nash	42,702,443	332,039	1,276,518

Proposal Two To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011. The proposal was approved by the votes indicated below:

Votes For	44,008,005
Votes Against	290,663
Abstain	12,332
Broker Non-Votes	0

Proposal Three To approve the advisory resolution on executive compensation. The proposal was approved by the votes indicated below:

Votes For	41,481,889
Votes Against	1,531,008
Abstain	21,505
Broker Non-Votes	1,276,518

Proposal Four To recommend, by advisory vote, the frequency of the advisory vote on executive compensation. The advisory vote on this proposal resulted in an annual vote recommendation by the votes indicated below:

One Year	40,594,402
Two Years	5,066

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Three Years	2,403,406
Abstain	31,608
Broker Non-Votes	1,276,518

Following the annual meeting of stockholders, the Board of Directors of the Company determined that the Company will hold future advisory votes on the compensation of the Company's named executive officers on an annual basis, consistent with the advisory vote under Proposal Four.

**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.

Knoll, Inc.

Date: May 9, 2011

By: /s/ Michael A. Pollner  
Michael A. Pollner  
Vice President, General Counsel and Secretary