

TENNECO INC  
Form 8-K/A  
July 26, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K/A  
(Amendment No. 1)  
Current Report  
Pursuant To Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 26, 2011 (May 18, 2011)**

**TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

1-12387  
(Commission File Number)

76-0515284  
(I.R.S. Employer of  
Incorporation Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST,  
ILLINOIS

60045

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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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This Form 8-K/A amends and supplements the Current Report on Form 8-K of Tenneco Inc. (the Company), originally filed with the Securities and Exchange Commission on May 18, 2011 (the Initial Filing). The sole purpose for filing this Form 8-K/A is to disclose the Company's determination with respect to the frequency of future non-binding advisory votes on the Company's executive compensation by the Company's stockholders (each, a say-on-pay vote), as reflected in the last paragraph of Item 5.07 below.

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

On May 18, 2011, Tenneco Inc. (the Company) held its 2011 Annual Meeting of Stockholders. The stockholders voted on the matters set forth below. A copy of the press release announcing the voting results is attached as Exhibit 99.1.

**1. The nominees for election to the Board of Directors were elected, each for a one-year term, based upon the following votes:**

Nominee	Votes For	Votes		Broker Non Votes
		Against	Abstentions	
Charles W. Cramb	51,298,345	75,756	73,615	4,536,252
Dennis J. Letham	50,280,625	1,094,504	72,587	4,536,252
Hari N. Nair	50,676,650	735,880	35,186	4,536,252
Roger B. Porter	49,617,603	1,755,609	74,504	4,536,252
David B. Price, Jr.	50,098,108	1,277,906	71,702	4,536,252
Gregg M. Sherrill	50,076,972	1,339,452	31,292	4,536,252
Paul T. Stecko	48,660,869	2,713,356	73,491	4,536,252
Mitsunobu Takeuchi	51,364,605	45,010	38,101	4,536,252
Jane L. Warner	49,595,490	1,817,243	34,983	4,536,252

**2. The proposal to ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accountants for the fiscal year 2011 was approved based upon the following votes:**

Votes for	55,817,686
Votes against	119,372
Abstentions	46,910

There were no broker non-votes for this item.

**3. The proposal to approve the compensation of our named executive officers was approved based upon the following advisory, non-binding votes:**

Votes for	47,375,671
Votes against	2,375,409
Abstentions	1,696,636
Broker non-votes	4,536,252

**4. The stockholders recommended that we conduct future advisory votes on executive compensation every year based upon the following advisory, non-binding votes:**

Every one year	44,999,835
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Every two years	94,229
Every three years	4,738,955
Abstentions	1,614,697

A majority of the votes cast at the Annual Meeting were voted in favor of an annual say-on-pay vote. This vote was consistent with the recommendation of the Company's Board of Directors in the Proxy Statement for the Annual Meeting. After considering the results of the stockholder advisory vote, at a meeting held on July 20, 2011, the Company's Board of Directors, upon a recommendation by the Compensation/Nominating/Governance Committee of the Company's Board of Directors, determined that the Company will hold an annual say-on-pay vote until the next advisory vote on the frequency of future say-on-pay votes. The next required advisory vote on the frequency will occur no later than 2017.

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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.

TENNECO INC.

Date: July 26, 2011

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General  
Counsel and Corporate Secretary