

OM GROUP INC  
Form 8-K/A  
October 07, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**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 10, 2011

**OM GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction

of incorporation)

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**001-12515**

(Commission

File Number)

**52-1736882**

(I.R.S. Employer

Identification Number)

**127 Public Square**

**1500 Key Tower**

**Cleveland, Ohio 44114-1221**

(Address of principal executive offices)

(Zip code)

**(216) 781-0083**

(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 10, 2011, OM Group, Inc. held its 2011 Annual Meeting of Stockholders. Stockholders were asked to consider and act upon, among other matters, an advisory vote on the frequency of an advisory vote on executive compensation. As previously reported, a majority of the votes cast on the frequency proposal were cast in favor of holding an advisory vote on executive compensation every year.

Our Board of Directors decided that OM Group, Inc. will include an advisory vote on executive compensation every year in its future proxy materials until the next stockholder vote on the frequency of these votes.

The information reported under Item 5.07 of the May 11, 2011 Form 8-K is hereby incorporated by reference.

SIGNATURE

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 thereunto duly authorized.

OM Group, Inc.  
(Registrant)

Date: October 7, 2011

/s/ Valerie Gentile Sachs  
Name: Valerie Gentile Sachs  
Title: Vice President, General Counsel and Secretary