

CINCINNATI BELL 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): May 3, 2011**

**CINCINNATI BELL INC.**  
(Exact name of registrant as specified in its charter)

**Commission File No. 1-8519**

**Ohio** (State or other jurisdiction of incorporation) **31-1056105** (IRS Employer Identification No.)

**221 East Fourth Street, Cincinnati, Ohio 45202**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (513) 397-9900**

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 2011 Annual Meeting of Shareholders of Cincinnati Bell Inc. (the Company) was held on May 3, 2011. The final voting results for each of the proposals submitted for a vote of the shareholders are set forth below.

**Proposal 1**

The shareholders elected each of the Company's nominees for director to serve a one-year term until the 2012 Annual Meeting of Shareholders and until their respective successors are elected and qualified. The voting results were as follows:

|                   | <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|-------------|----------------|----------------|-------------------------|
| Bruce L. Byrnes   | 144,052,549 | 21,002,294     | 572,300        | 16,019,749              |
| John F. Cassidy   | 161,118,343 | 4,084,843      | 423,957        | 16,019,749              |
| Phillip R. Cox    | 142,493,541 | 22,612,058     | 521,544        | 16,019,749              |
| Jakki L. Haussler | 162,144,418 | 2,769,388      | 713,337        | 16,019,749              |
| Craig F. Maier    | 144,047,024 | 20,984,162     | 595,957        | 16,019,749              |
| Alex Shumate      | 144,044,977 | 21,004,122     | 578,044        | 16,019,749              |
| Lynn A. Wentworth | 162,339,752 | 2,716,648      | 570,743        | 16,019,749              |
| John M. Zrno      | 143,286,310 | 21,647,128     | 693,705        | 16,019,749              |

**Proposal 2**

The shareholders ratified the Audit and Finance Committee's appointment of Deloitte & Touche LLP to serve as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2011. The voting results were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 177,760,323 | 3,333,807      | 552,762        | 0                       |

**Proposal 3**

The shareholders voted as follows on the advisory vote on the compensation of the Company's named executive officers:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 49,319,653 | 96,939,788     | 19,367,702     | 16,019,749              |

**Proposal 4**

The shareholders voted as follows on the advisory vote on the frequency of holding advisory votes on executive compensation:

| <b>Every Year</b> | <b>Every 2 Years</b> | <b>Every 3 Years</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|----------------------|----------------------|----------------|-------------------------|
| 91,537,369        | 658,694              | 53,895,980           | 19,535,100     | 16,019,749              |

In light of the voting results, the Board of Directors has decided that the Company will hold the advisory vote on executive compensation every year until the next required advisory vote on the frequency of holding advisory votes on executive compensation.

**Proposal 5**

The shareholders approved the Cincinnati Bell Inc. 2011 Short-Term Incentive Plan. The voting results were as follows:

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|----------------|-------------------------|
| 144,802,411 | 20,249,753     | 574,979        | 16,019,749              |

**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.

**CINCINNATI BELL INC.**

By: /s/ Christopher J. Wilson  
Christopher J. Wilson  
Vice President, General Counsel and  
Secretary

Dated: May 9, 2011