

OM GROUP INC  
Form 8-K  
May 11, 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 10, 2011**

**OM GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

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

The 2011 Annual Meeting of Stockholders of OM Group, Inc. (the Company) was held on Tuesday, May 10, 2011. Set forth below are the matters acted upon by OM Group, Inc. stockholders at the Annual Meeting, and the final voting results on each such matter.

1. Election of two directors to serve for a term expiring at the Company's annual meeting in 2014:

| Name             | Votes For  | Votes Withheld | Abstentions | Broker Non-Votes | Total      |
|------------------|------------|----------------|-------------|------------------|------------|
| William J. Reidy | 16,742,718 | 9,447,429      |             | 2,679,891        | 28,870,038 |
| Joseph Scaminace | 24,643,181 | 1,546,966      |             | 2,679,891        | 28,870,038 |

2. Confirmation of the appointment of Ernst & Young LLP as the Company's independent registered public accountant for 2011:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes | Total      |
|------------|---------------|-------------|------------------|------------|
| 28,366,959 | 490,278       | 12,801      |                  | 28,870,038 |

3. An advisory vote regarding the compensation of our named executive officers:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes | Total      |
|------------|---------------|-------------|------------------|------------|
| 20,931,871 | 5,229,816     | 28,460      | 2,679,891        | 28,870,038 |

4. An advisory vote upon the frequency of future advisory votes regarding executive compensation:

| 1 Year     | 2 Years | 3 Years   | Abstain | Broker Non-Votes | Total      |
|------------|---------|-----------|---------|------------------|------------|
| 23,721,436 | 74,215  | 2,382,833 | 11,663  | 2,679,891        | 28,870,038 |

5. Develop Indicators for a Human Rights Policy:

| Votes For | Votes Against | Abstain   | Broker Non-Votes | Total      |
|-----------|---------------|-----------|------------------|------------|
| 7,456,802 | 9,801,050     | 8,932,295 | 2,679,891        | 28,870,038 |

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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: May 11, 2011

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