

HASBRO INC
Form 8-K
May 21, 2012

**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 17, 2012**

Hasbro, Inc.

(Exact name of registrant as specified in its charter)

Rhode Island
(State or other jurisdiction
of incorporation)

1-6682
(Commission File Number)

05-0155090
(IRS Employer
Identification No.)

1027 Newport Ave., Pawtucket, Rhode Island
(Address of principal executive offices)

02862
(Zip Code)

Registrant's telephone number, including area code: **(401) 431-8697**

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)

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- .. 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 17, 2012, Hasbro, Inc. (the “Company”) held its Annual Meeting of Shareholders (the Annual Meeting). As of the record date of March 23, 2012, there were 129,710,016 shares of common stock outstanding and entitled to notice of and to vote at the Annual Meeting. The matters voted upon at the Annual Meeting and the results of the voting are set forth below.

Proposal I Election of Directors

Shareholders approved the election of thirteen directors to serve as directors for a one-year term to expire at the 2013 Annual Meeting. The voting results for this proposal are as follows:

| | For | Withheld | Broker Non-Votes |
|----------------------|-------------|-----------------|-------------------------|
| Basil L. Anderson | 103,758,204 | 490,642 | 8,939,772 |
| Alan R. Batkin | 103,682,440 | 566,406 | 8,939,772 |
| Frank J. Biondi, Jr. | 97,235,370 | 7,013,476 | 8,939,772 |
| Kenneth A. Bronfin | 101,342,846 | 2,906,000 | 8,939,772 |
| John M. Connors, Jr. | 100,869,117 | 3,379,729 | 8,939,772 |
| Michael W.O. Garrett | 101,107,305 | 3,141,541 | 8,939,772 |
| Lisa Gersh | 102,289,708 | 1,959,138 | 8,939,772 |
| Brian D. Goldner | 104,096,415 | 152,431 | 8,939,772 |
| Jack M. Greenberg | 94,757,109 | 9,491,737 | 8,939,772 |
| Alan G. Hassenfeld | 104,039,627 | 209,219 | 8,939,772 |
| Tracy A. Leinbach | 104,123,217 | 125,629 | 8,939,772 |
| Edward M. Philip | 101,135,050 | 3,113,796 | 8,939,772 |
| Alfred J. Verrecchia | 103,626,173 | 622,673 | 8,939,772 |

Proposal II Advisory Vote on Executive Compensation of the Named Executive Officers

Shareholders approved, on an advisory basis, the Company’s compensation of its Named Executive Officers, as disclosed in the Compensation Discussion and Analysis and Executive Compensation sections of the Company’s 2012 Annual Meeting Proxy Statement. The voting results for this proposal are as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 97,418,598 | 6,227,129 | 603,119 | 8,939,772 |

Proposal III Ratification of Independent Registered Public Accountants for Fiscal Year 2012

Shareholders ratified the appointment of KPMG LLP to serve as the Company's independent registered public accountants for its 2012 fiscal year. The voting results for this proposal are as follows:

| For | Against | Abstain |
|-------------|----------------|----------------|
| 111,717,423 | 1,367,079 | 104,116 |

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.

HASBRO, INC.

By: /s/ Deborah Thomas

Name: Deborah Thomas

Title: Senior Vice President and Chief Financial
Officer

(Duly Authorized Officer and Principal
Financial Officer)

Date: May 21, 2012