

STEWART INFORMATION SERVICES CORP
Form 8-K
May 05, 2010

**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): April 30, 2010
STEWART INFORMATION SERVICES CORPORATION
(Exact name of registrant as specified in its charter)**

**DELAWARE
(State or other
jurisdiction of incorporation)**

**001-02658
(Commission File Number)**

**74-1677330
(IRS Employer
Identification No.)**

**1980 Post Oak Blvd, Houston, Texas 77056
(Address Of Principal Executive Offices) (Zip Code)**

Registrant's Telephone Number, Including Area Code: (713) 625-8100

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 240.14a-12)**
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4)**
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Item 5.07 Submission of Matters to a Vote of Security Holders.

On April 30, 2010, Stewart Information Services Corporation (the "Company") held its 2010 Annual Meeting of Stockholders (the "Annual Meeting") to vote on the following proposals:

1. Election of five of the Company's nine directors by the Company's common stockholders and election of the remaining four of the Company's nine directors by the Company's Class B common stockholders;
2. Approval of the issuance of shares of the Company's common stock upon conversion of the Company's 6.00% Convertible Senior Notes;
3. Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to authorize the issuance of shares of preferred stock; and
4. Ratification of the appointment of KPMG LLP as the Company's independent auditors for 2010.

At the Annual Meeting, 15,271,992 shares of Company common stock were present in person or by proxy and 1,050,012 shares of Company Class B common stock were present in person or by proxy. The following table lists the final voting results for the Annual Meeting:

| | For | Against | Withheld | Abstentions | Broker Non-Votes |
|---|------------|----------------|-----------------|--------------------|-----------------------------|
| Election of Directors by Common Stockholders | | | | | |
| Catherine A. Allen | 6,260,602 | | 6,420,753 | | 2,590,637 |
| Robert L. Clarke | 6,260,305 | | 6,421,050 | | 2,590,637 |
| Dr. E. Douglas Hodo | 12,060,321 | | 621,034 | | 2,590,637 |
| Laurie C. Moore | 12,102,599 | | 578,756 | | 2,590,637 |
| Dr. W. Arthur Porter | 5,964,426 | | 6,716,929 | | 2,590,637 |
| Election of Directors by Class B Common Stockholders | | | | | |
| Thomas G. Apel | 1,050,012 | | 0 | | |
| Paul W. Hobby | 1,050,012 | | 0 | | |
| Malcolm S. Morris | 1,050,012 | | 0 | | |
| Stewart Morris, Jr. | 1,050,012 | | 0 | | |
| Approval of Issuance of Common Stock Upon Conversion of 6.00% Convertible Senior Notes | | | | | |
| | 13,150,671 | 507,420 | | 73,275 | 2,590,637 |
| Approval of Authority to Issue Preferred Stock | | | | | |
| | 10,585,381 | 3,125,933 | | 20,052 | 2,590,637 |
| Ratification of KPMG LLP | | | | | |
| | 16,134,700 | 117,673 | | 69,629 | |

Based on the foregoing results, each common stockholder director nominee and each Class B common stockholder director nominee was elected by a plurality vote, which is the voting standard in the Company's bylaws. In addition, each of the other proposals were approved by the Company's common stockholders and Class B common stockholders voting together as a single class.

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.

STEWART INFORMATION SERVICES
CORPORATION

By: /s/ J. Allen Berryman
*J. Allen Berryman, Executive Vice
President,
Secretary, Treasurer and Principal
Financial Officer*

Date: May 5, 2010