

Altra Holdings, Inc.  
Form 8-K  
April 30, 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): April 26, 2012

**ALTRA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction of

Incorporation)

**001-33209**  
(Commission

File Number)

**61-1478870**  
(IRS Employer

Identification No.)

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**300 Granite Street, Suite 201**

**Braintree, Massachusetts**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (781) 917-0600**

**02184**  
(Zip Code)

(Former name or former address if changed since last report.)

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**

Altra Holdings, Inc. ( Altra ) held its Annual Meeting of Stockholders (the Annual Meeting ) on April 26, 2012. At the Annual Meeting, the stockholders:

- (1) elected all of the seven (7) nominees to serve as directors of Altra;
- (2) ratified the appointment of Deloitte & Touche LLP as Altra s independent registered accounting firm for the fiscal year 2012;
- (3) approved an amendment to, and the material terms of, the 2004 Equity Incentive Plan; and
- (4) approved an advisory vote to approve Altra s 2012 named executive officer compensation .

The results for each matter voted on by the stockholders at the Annual Meeting were as follows:

Proposal 1. Election of Directors:

|                       | Shares For | Shares Withheld | Broker non-votes |
|-----------------------|------------|-----------------|------------------|
| Edmund M. Carpenter   | 24,737,960 | 470,414         | N/A              |
| Carl L. Christenson   | 24,136,366 | 1,072,008       | N/A              |
| Lyle G. Ganske        | 24,829,647 | 378,727         | N/A              |
| Michael L. Hurt       | 24,049,327 | 1,159,047       | N/A              |
| Michael S. Lipscomb   | 24,737,760 | 470,614         | N/A              |
| Larry McPherson       | 23,326,042 | 1,882,332       | N/A              |
| James H. Woodward Jr. | 22,660,757 | 2,547,617       | N/A              |

Proposal 2. Ratification of Selection of Independent Registered Public Accounting Firm:

|                  |            |
|------------------|------------|
| Shares For       | 25,311,877 |
| Shares Against   | 296,791    |
| Shares Abstain   | 91,373     |
| Broker Non-Votes | 0          |

Proposal 3. Approval of an Amendment to, and the Material Terms of, the 2004 Equity Incentive Plan:

|                  |            |
|------------------|------------|
| Shares For       | 23,963,758 |
| Shares Against   | 1,195,179  |
| Shares Abstain   | 49,437     |
| Broker Non-Votes | 491,667    |

Proposal 4. Advisory Vote to Approve the Compensation of the Company s Named Executive Officers ( Say on Pay ):

|                |            |
|----------------|------------|
| Shares For     | 24,991,726 |
| Shares Against | 165,486    |
| Shares Abstain | 51,162     |

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Broker Non-Votes

491,667

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**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.

ALTRA HOLDINGS, INC.

/s/ Glenn Deegan

Name: Glenn Deegan

Title: Vice President, General Counsel and Secretary

Date: April 30, 2012