

AGCO CORP /DE  
Form 8-K  
April 26, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
Current Report  
Dated April 21, 2011**  
of  
**AGCO CORPORATION**  
A Delaware Corporation  
IRS Employer Identification No. 58-1960019  
SEC File Number 1-12930  
**4205 River Green Parkway  
Duluth, Georgia 30096  
(770) 813-9200**

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 1.01. Entry into a Definitive Material Agreement.**

On April 21, 2011, the stockholders of the Company approved the amendment and restatement of the 2006 Long-Term Incentive Plan. The voting results are reported in Item 5.07 below. The primary amendments were the extension of the plan until 2021, an increase in the number of shares available under the Plan by 5,000,000 and the expansion of the performance criteria for performance-based awards. A copy of the Plan as amended and restated is incorporated herein by reference as Exhibit 10.1

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

The Company's annual meeting of stockholders was held on April 21, 2011. The following matters were voted upon and the results of the voting were as follows:

- (1) To elect seven directors to serve as directors until the annual meeting in 2012 or until their successors have been duly elected and qualified. The nominees, Messrs. Deml, Furlan, Johanneson, LaSorda, Minnich, Richenhagen and Ustian were elected to the Company's board of directors. The results follow:

| Nominee               | For        | Against   | Abstain |
|-----------------------|------------|-----------|---------|
| Wolfgang Deml         | 74,445,601 | 1,875,973 | 22,117  |
| Luiz F. Furlan        | 76,097,209 | 223,868   | 22,614  |
| Gerald B. Johanneson  | 74,439,722 | 1,881,727 | 22,242  |
| Thomas W. LaSorda     | 74,842,463 | 1,478,076 | 23,152  |
| George E. Minnich     | 74,848,941 | 1,473,134 | 21,616  |
| Martin H. Richenhagen | 73,369,212 | 2,949,578 | 24,901  |
| Daniel C. Ustian      | 76,118,632 | 203,116   | 21,943  |

In addition to the votes reported above, there were 3,087,161 broker non-votes for this proposal.

- (2) To approve the amendment and restatement of the AGCO Corporation 2006 Long-Term Incentive Plan. The results follow:

| For        | Against    | Abstain |
|------------|------------|---------|
| 46,540,123 | 29,625,731 | 177,837 |

In addition to the votes reported above, there were 3,087,161 broker non-votes for this proposal.

- (3) To consider a non-binding advisory resolution relating to the compensation of the Company's named executive officers ( NEOs ). The results follow:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 70,873,148 | 5,299,433 | 171,110 |

In addition to the votes reported above, there were 3,087,161 broker non-votes for this proposal.

- (4) To consider a non-binding advisory vote relating to the frequency (every one, two or three years) of the non-binding stockholder vote relating to the compensation of the Company's NEOs. The results follow:

|             | For        |
|-------------|------------|
| One year    | 54,815,326 |
| Two years   | 736,153    |
| Three years | 20,745,144 |

In addition to the votes reported above, there were 47,068 abstentions and 3,087,161 broker non-votes for this proposal.

- (5) To ratify the appointment of the Company's independent registered public accounting firm for 2011. The results follow:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 77,489,828 | 1,916,272 | 24,752  |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

10.1 2006 Long-Term Incentive Plan (as amended and restated). Incorporated by reference to Appendix A to the Proxy Statement dated March 21, 2011.

**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.

AGCO Corporation

By: /s/ Andrew H. Beck  
Andrew H. Beck  
Senior Vice President and Chief  
Financial Officer

Dated: April 26, 2011