

KAR Auction Services, Inc.  
Form 8-K  
June 13, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 13, 2013 (June 12, 2013)**

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**KAR Auction Services, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**001-34568**  
(Commission File Number)

**20-8744739**  
(I.R.S. Employer Identification No.)

**13085 Hamilton Crossing Boulevard**

**Carmel, Indiana 46032**

(Address of principal executive offices) (Zip Code)

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(800) 923-3725

(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.**

- (a) The annual meeting of stockholders of KAR Auction Services, Inc. (the Company) was held on June 12, 2013.
- (b) At the meeting, the stockholders:
- elected all 13 nominees for director on the Company's Board of Directors;
  - approved the material terms of the performance goals under the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan in accordance with 162(m) of the Internal Revenue Code; and
  - ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year 2013.

The following are the final voting results for each of the three items voted on at the meeting.

**1. Election of Directors:**

|                     | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker Non-Votes</b> |
|---------------------|------------------|-----------------------|-------------------------|
| David J. Ament      | 110,900,542      | 19,957,191            | 3,203,422               |
| Ryan M. Birtwell    | 110,900,184      | 19,957,549            | 3,203,422               |
| Thomas J. Carella   | 110,901,691      | 19,956,042            | 3,203,422               |
| Brian J. Clingen    | 102,835,230      | 28,022,503            | 3,203,422               |
| Robert M. Finlayson | 126,524,953      | 4,332,780             | 3,203,422               |
| Peter R. Formanek   | 129,270,593      | 1,587,140             | 3,203,422               |
| Michael B. Goldberg | 111,051,319      | 19,806,414            | 3,203,422               |
| James P. Hallett    | 111,321,238      | 19,536,495            | 3,203,422               |
| Sanjeev Mehra       | 110,220,383      | 20,637,350            | 3,203,422               |
| Church M. Moore     | 110,071,647      | 20,786,086            | 3,203,422               |
| Thomas C. O'Brien   | 110,891,771      | 19,965,962            | 3,203,422               |
| Gregory P. Spivy    | 112,662,340      | 18,195,393            | 3,203,422               |
| Jonathan P. Ward    | 125,672,705      | 5,185,028             | 3,203,422               |

**2. Approval of the material terms of the performance goals under the KAR Auction Services, Inc. 2009 Omnibus Stock and Incentive Plan:**

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 128,661,429      | 1,898,845            | 297,459        | 3,203,422               |

3. **Ratification of Appointment of KPMG LLP:**

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|----------------|-------------------------|
| 133,832,946      | 9,505                | 218,704        | 0                       |

(c) Not applicable.

(d) Not applicable.

**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 hereunto duly authorized.

Dated: June 13, 2013

**KAR Auction Services, Inc.**

By: /s/ Rebecca C. Polak  
Name: Rebecca C. Polak  
Title: Executive Vice President, General Counsel and Secretary