

FRANKLIN RESOURCES INC  
Form 8-K  
March 16, 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): March 14, 2012

**FRANKLIN RESOURCES, INC.**

(Exact name of registrant as specified in its charter)

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

**001-09318**  
(Commission  
File Number)

**13-2670991**  
(IRS Employer  
Identification No.)

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**One Franklin Parkway, San Mateo, California 94403**

**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (650) 312-2000**

**Not Applicable**

**(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 (see General Instruction A.2. below):

- .. 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.**

On March 14, 2012, Franklin Resources, Inc. (the Company) held its annual meeting of stockholders (the Annual Meeting). The matters voted upon at the Annual Meeting and the results of the votes were as follows:

1. To elect 11 directors to the Board of Directors of the Company to hold office until the next annual meeting of stockholders or until that person's successor is elected and qualified or until his or her earlier death, resignation, retirement, disqualification or removal. Each of the 11 nominees for director was elected, and the voting results are set forth below:

| Name of Director       | For         | Against   | Abstain | Broker Non-Votes |
|------------------------|-------------|-----------|---------|------------------|
| Samuel H. Armacost     | 171,351,610 | 284,567   | 27,931  | 8,373,143        |
| Charles Crocker        | 170,722,260 | 911,585   | 30,263  | 8,373,143        |
| Joseph R. Hardiman     | 171,306,996 | 334,958   | 22,154  | 8,373,143        |
| Charles B. Johnson     | 170,876,010 | 766,760   | 21,338  | 8,373,143        |
| Gregory E. Johnson     | 171,223,582 | 423,999   | 16,527  | 8,373,143        |
| Rupert H. Johnson, Jr. | 171,158,258 | 488,948   | 16,902  | 8,373,143        |
| Mark C. Pigott         | 171,357,185 | 268,432   | 38,491  | 8,373,143        |
| Chutta Ratnathicam     | 171,337,490 | 288,911   | 37,707  | 8,373,143        |
| Laura Stein            | 171,388,778 | 252,531   | 22,799  | 8,373,143        |
| Anne M. Tatlock        | 167,934,513 | 3,707,959 | 21,636  | 8,373,143        |
| Geoffrey Y. Yang       | 171,374,207 | 260,454   | 29,447  | 8,373,143        |

2. To ratify the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2012. The ratification of PricewaterhouseCoopers LLP was approved, and the voting results are set forth below:

| For         | Against   | Abstain |
|-------------|-----------|---------|
| 178,856,671 | 1,168,325 | 12,255  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FRANKLIN RESOURCES, INC.

Date: March 16, 2012

/s/ Maria Gray  
Name: Maria Gray  
Title: Vice President and Secretary