

INSTEEL INDUSTRIES INC

Form 8-K/A

June 21, 2011

**Table of Contents**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 8, 2011**

**Commission File Number 1-9929**

**Insteel Industries, Inc.**

(Exact name of registrant as specified in its charter)

**North Carolina**

**56-0674867**

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

**1373 Boggs Drive, Mount Airy, North Carolina**

**27030**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(336) 786-2141**

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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**TABLE OF CONTENTS**

Explanatory Note

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

SIGNATURES

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**Table of Contents**

**Explanatory Note**

This Current Report on Form 8-K/A (the Amendment ) updates information provided on a previous Current Report on Form 8-K dated February 8, 2011 (the Original Form 8-K ) under Item 5.07, Submission of Matters to a Vote of Security Holders, associated with the annual meeting of the shareholders of Insteel Industries, Inc. (the Company ) held on February 8, 2011. The sole purpose of this Amendment is to disclose the Company s decision regarding the frequency of future advisory votes on the compensation of the Company s executive officers.

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

As previously reported in the Original Form 8-K, a majority of the Company s shareholders voted, on an advisory basis, to hold an advisory vote on the compensation of the Company s executive officers every year. The Company has determined that it currently intends to include an advisory vote on the compensation of its executive officers in its proxy materials for each annual meeting of shareholders until the next advisory vote of shareholders on the frequency of future votes on the compensation of its executive officers, which will occur no later than the Company s 2017 annual meeting of shareholders.

**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 thereunto duly authorized.

**INSTEEL INDUSTRIES, INC.**

Registrant

Date: June 21, 2011

By: /s/ James F. Petelle  
James F. Petelle  
Vice President and Secretary