
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):

May 8, 2013

AMETEK, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-12981

14-1682544

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

1100 Cassatt Road, Berwyn, Pennsylvania

19312

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

610-647-2121

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:

- 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

The Annual Meeting of Stockholders of AMETEK, Inc. (the "Company") was held on May 8, 2013. The following matters were voted on at the Annual Meeting and received the number of votes indicated:

- 1) Election of Directors. The following nominees were elected to the Board of Directors for a term expiring in 2016:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Ruby R. Chandy	206,489,368	2,794,686	14,865,273
Charles D. Klein	198,763,253	10,520,801	14,865,273
Steven W. Kohlhagen	202,274,323	7,009,731	14,865,273

Of the remaining five Board members, Anthony J. Conti and Frank S. Hermance terms expire in 2014 and James R. Malone, Elizabeth R. Varet and Dennis K. Williams terms expire in 2015.

- 2) Approval of an amendment to the Certificate of Incorporation to increase the number of shares of Common Stock authorized for issuance. The Stockholders approved an amendment to the Company's Certificate of Incorporation to increase the number of shares of Common Stock, which the Company is authorized to issue from 400,000,000 to 800,000,000 shares.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
185,630,272	37,446,902	998,215	73,938

- 3) Advisory Approval of the Company's Executive Compensation. The Stockholders approved, on an advisory (non-binding) basis, the compensation of certain executive officers. The result of the vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
197,112,551	5,698,075	6,473,428	14,865,273

- 4) Ratification of Appointment of Independent Registered Public Accounting Firm. The Stockholders ratified the appointment of Ernst & Young LLP as independent registered public accounting firm for the Company for the year ending December 31, 2013. The result of the vote was as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>
220,796,778	2,867,624	484,925

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.

AMETEK, Inc.

May 9, 2013

By: */s/ William J. Burke*

Name: William J. Burke

Title: Senior Vice President - Comptroller & Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of AMETEK, Inc.

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AMETEK, INC.**

AMETEK, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors and stockholders of the Company have approved the amendment of the Company's Amended and Restated Certificate of Incorporation, as follows:

Article Fourth of the Amended and Restated Certificate of Incorporation of the Company shall be amended and restated to read as follows:

"FOURTH. Section 1. Authorized Capital Stock. The Company is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Company is authorized to issue is 805,000,000 shares, consisting of 800,000,000 shares of Common Stock, par value \$0.01 per share, and 5,000,000 shares of Preferred Stock, par value \$0.01 per share."

SECOND: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said AMETEK, Inc., has caused this Certificate of Amendment to be signed by Frank S. Hermance, its Chairman of the Board and Chief Executive Officer, and attested by Kathryn E. Sena, its Corporate Secretary, this 8th day of May, 2013.

Signed and attested to this 8th day of May, 2013.

By: /s/ Frank S. Hermance
Frank S. Hermance
Chairman of the Board and
Chief Executive Officer

Attest:

By: /s/ Kathryn E. Sena
Kathryn E. Sena
Corporate Secretary