

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): May 17, 2012**

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**GENTEX CORPORATION**

**(Exact name of registrant as specified in its charter)**

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

**0-10235**  
(Commission  
File Number)

**38-2030505**  
(IRS Employer  
Identification No.)

**600 North Centennial Street  
Zeeland, Michigan**  
(Address of principal executive offices)

**49464**  
(Zip Code)

**Registrant's telephone number, including area code: (616) 772-1800**

(Former name or former address, if changed since last report.)

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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)).

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## Section 5 – Corporate Governance and Management

### Item 5.03 Amendment to the Articles of Incorporation or Bylaws; Change in Fiscal Year

At the 2012 Annual Meeting of Shareholders of Gentex Corporation (the “Company”), the Company’s shareholders approved amendments to the Company’s Restated Articles of Incorporation as described in the Company’s Proxy Statement filed April 3, 2012, relating to such Annual Meeting. The amendments provide for declassification of the Company’s Board of Directors (phased in over the next three years). Such amendments were effective upon filing with the Michigan Department of Licensing and Regulatory Affairs, Bureau of Commercial Services, on May 18, 2012. The foregoing is qualified in its entirety by referencing the actual amendments to the Company’s Restated Articles of Incorporation which are filed as Exhibit 3.1(i) attached hereto and incorporated by reference herein.

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

(a) On May 17, 2012, the Company held its 2012 Annual Meeting of Shareholders. The matters listed below were submitted to a vote of the shareholders through the solicitation of proxies. The proposals are described in detail in the Company’s Proxy Statement filed April 3, 2012. The voting results are as follows:

#### Election of Directors

The following three individuals were elected to serve as directors of the Company to hold office for three (3)-year terms expiring in 2015:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Fred Bauer	78,250,659	40,820,186	
Gary Goode	77,669,889	41,400,956	
James Wallace	67,272,377	51,798,468	

#### Proposal to Amend the Restated Articles of Incorporation to Declassify the Board of Directors

The shareholders did approve an amendment to the Restated Articles of Incorporation to declassify the Board of Directors; provided, however, directors elected to three-year terms prior to the effectiveness of such amendment (including directors elected at the 2012 Annual Meeting) will complete those terms:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
101,475,705	2,650,707	1,318,284	23,638,445

#### Shareholder Proposal Requesting that the Board of Directors Issue a Sustainability Report

The shareholders did not approve the shareholder proposal requesting that the Company’s Board of Directors issue a sustainability report:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
36,204,609	75,276,952	7,589,284	14,655,739

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Ratification of the Appointment of Ernst & Young LLP as the Company's Auditors for the Fiscal Year Ended December 31, 2012

The shareholders did ratify the appointment of Ernst & Young LLP to serve as the Company's auditors for the fiscal year ended December 31, 2012:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
131,780,143	1,880,655	65,786	

Proposal for Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers

The shareholders did approve, on an advisory basis, the compensation of the Company's named executive officers:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
114,897,813	2,688,125	1,484,907	14,655,739

Proposal to Approve the 2012 Amended and Restated Nonemployee Director Stock Option Plan

The shareholders did approve the 2012 Amended and Restated Nonemployee Director Stock Option Plan:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
114,164,102	3,501,365	1,405,378	14,655,739

**Section 9 – Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

3.1(i) Amendments to Restated Articles of Incorporation

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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 thereunto duly authorized.

Dated: May 22, 2012.

GENTEX CORPORATION  
(Registrant)

By /s/ Steve Dykman  
Steve Dykman  
Its Vice President - Finance

**Amendments to Restated Articles of Incorporation**

Article VI, Section C and Section E, of the Articles of Incorporation are hereby amended in their entirety to read as follows:

**ARTICLE VI**

**TERM OF BOARD**

C. Beginning with the annual meeting of shareholders that is held in calendar year 2013 (the “2013 Annual Meeting”), and at each annual meeting of shareholders thereafter, directors shall be elected annually for terms expiring at the next annual meeting of shareholders and until such directors’ successors have been elected and qualified; provided, however, that any director in office immediately prior to the 2013 Annual Meeting who was elected to a term that expires at the annual meeting of shareholders to be held in calendar year 2014 or calendar year 2015 shall continue to hold such office until the end of the terms for which such director was elected and until such director’s successors shall have been elected and qualified.

**NOMINATION FOR BOARD**

E. Nominations by shareholders for any directorship must be submitted to the Board of Directors by written notice not later than thirty (30) days prior to the date of the annual meeting of shareholders at which the election is to be held [or within seven (7) days after the date the corporation mails, or otherwise gives notice of the date of such meeting, if such notice is given less than forty (40) days prior to the meeting date], which notice shall state the name of the nominee, the address of the nominee’s business or residence, the nominee’s principal occupation, and the name and address of the nominee’s employer or business if self-employed.