

OMB APPROVAL

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**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): June 6, 2011**

**SUN HYDRAULICS CORPORATION**

(Exact name of registrant as specified in its charter)

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

**0-21835**  
(Commission  
File Number)

**59-2754337**  
(IRS Employer  
Identification No.)

**1500 West University Parkway, Sarasota, Florida**  
(Address of principal executive offices)

**34243**  
(Zip Code)

**Registrant's telephone number, including area code 941-362-1200**

(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))

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

The Annual Meeting of Shareholders of the Company was held on June 6, 2011. At the meeting, the following actions were taken by the shareholders:

Christine L. Koski and David N. Wormley were elected as Directors, to serve until the Annual Meeting in the year 2014, until their respective successors are elected and qualified or until their earlier resignation, removal from office or death. The votes cast for and withheld were as follows:

	<u>Voted For</u>	<u>Withheld</u>	<u>Non Votes</u>
Christine L. Koski	14,079,051	362,877	1,864,130
David N. Wormley	14,214,999	226,929	1,864,130

The shareholders approved an amendment to the Articles of Incorporation to increase the number of authorized shares of common stock, par value \$0.001 per share to 40,000,000 shares. The voting on the amendment was as follows:

FOR	15,190,567
AGAINST	1,055,283
ABSTAIN	60,208
BROKER NON-VOTES	0

The ratification of the appointment of Mayer Hoffman McCann P.C. as the independent registered certified public accounting firm to report upon the financial statements of the Company for the year ended December 31, 2011. The voting on the ratification was as follows:

FOR	16,119,689
AGAINST	77,644
ABSTAIN	108,725
BROKER NON-VOTES	0

The Advisory Vote on Executive Compensation

FOR	14,074,647
AGAINST	271,165
ABSTAIN	96,116
BROKER NON-VOTES	1,864,130

The Advisory Vote on the Frequency of Advisory Votes on Executive Compensation

1 Year	13,511,166
2 Years	74,725
3 Years	795,764
Abstain	60,273
Non Votes	1,864,130

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The board recommended, and a majority of the votes cast at the meeting approved, an annual vote on executive compensation. Therefore, the Company will submit executive compensation to the shareholders on an annual basis until the issue of the frequency of such vote is again brought before the shareholders.

**Item 8.01      Other Events**

On June 9, 2011, the Registrant issued the press release attached hereto as Exhibit 99.1 announcing (1) a 50% stock dividend (three shares for two shares) payable on July 15, 2011, to shareholders of record as of June 30, 2011, to be immediately followed by (2) a \$0.09 per share cash dividend on its common stock, payable on July 15, 2011, to shareholders of record as of June 30, 2011 (or the equivalent of \$0.135 per share on a pre-split basis). Cash will be paid in lieu of any fractional share to which a shareholder may be entitled as a result of the stock dividend.

**Item 9.01      Financial Statements and Exhibits.**

(d) Exhibits.

3.1 Articles of Amendment to Articles of Incorporation effective June 8, 2011.

99.1 Press release dated June 9, 2011.

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

SUN HYDRAULICS CORPORATION

By: /s/ Tricia L. Fulton

Tricia L. Fulton

Chief Financial Officer (Principal Financial and  
Accounting Officer)

Dated: June 9, 2011

**ARTICLES OF AMENDMENT  
TO  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUN HYDRAULICS CORPORATION**

J49665  
(Document Number of Corporation)

Pursuant to the provisions of Section 607.1006, Florida Statutes, **SUN HYDRAULICS CORPORATION** (the "Corporation") hereby adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation.

FIRST: The name of the Corporation is **SUN HYDRAULICS CORPORATION**.

SECOND: The following amendment to the Amended and Restated Articles of Incorporation was adopted by the Board of Directors of the Corporation:

The first sentence of **Article 5 - Authorized Shares** of the Amended and Restated Articles of Incorporation shall be amended to read as follows: **The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is Forty-Two Million (42,000,000) shares, consisting of (i) Forty Million (40,000,000) shares of common stock, \$.001 value per share (the "Common Stock"), and (ii) Two Million (2,000,000) shares of preferred stock, \$.001 value per share (the "Preferred Stock").**

Except as aforesaid, the remainder of the Amended and Restated Articles of Incorporation shall remain in full force and effect and shall not be modified by this Amendment.

THIRD: The foregoing amendment was approved and adopted by the shareholders at a meeting held on June 6, 2011. The number of votes cast for the approval and adoption of the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, President of the Corporation, has executed these Articles of Amendment this 6<sup>th</sup> day of June, 2011.

**SUN HYDRAULICS CORPORATION**

By: /s/ Allen J. Carlson  
Allen J. Carlson, President

**Sun Hydraulics Corporation Declares 50% Stock Dividend and Increases Cash Dividend**

SARASOTA, FLA, June 9, 2011 – Sun Hydraulics Corporation (NASDAQ: SNHY) has announced a 50% stock dividend and increased the Company's cash dividend. The stock dividend increases the total shares outstanding to approximately 25.6 million shares from 17.1 million. The cash dividend is in the amount of \$0.09 per share on the new total shares outstanding after the stock dividend.

For further clarification and as an example, if an investor currently owns 100 shares, they will receive an additional 50 shares related to the 50% stock dividend at the close of the market on July 15, 2011. The opening market price on July 18, 2011, will be adjusted to reflect the additional shares. The investor would then receive a \$0.09 per share dividend on the 150 total shares.

Dr. Ferdinand Megerlin, Sun's Chairman of the Board, said, "The Board of Directors believes the stock dividend will help improve shareholder value by increasing the marketability and liquidity of Sun's stock. We are pleased to continue to pay a quarterly cash dividend, which we have done every quarter since becoming a public company in 1997. The cash dividend of \$0.09 per share, coupled with the stock dividend, effectively increases the dividend by 50%."

Allen Carlson, Sun's President and CEO, stated, "Our financial strength and ability to generate cash throughout the business cycle is what provides the opportunity to grow our cash dividend."

The cash dividends are payable on July 15, 2011, to shareholders of record as of June 30, 2011. The stock dividend is also payable July 15, 2011. Cash will be paid in lieu of any fractional share to which a shareholder may be entitled as a result of the stock dividend.

*Sun Hydraulics advises all shareholders to familiarize themselves with rules regarding dividends, payment dates and ex-dividend dates. See the following website for more information <http://www.sec.gov/answers/dividen.htm>.*

Sun Hydraulics Corporation is a leading designer and manufacturer of high performance screw-in hydraulic cartridge valves and manifolds for worldwide industrial and mobile markets. For more information about Sun, please visit our website at [www.sunhydraulics.com](http://www.sunhydraulics.com).

**FORWARD-LOOKING INFORMATION**

*Certain oral statements made by management from time to time and certain statements contained herein that are not historical facts are "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934 and, because such statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements, including those in Management's Discussion and Analysis of Financial Condition and Results of Operations are statements regarding the intent, belief or current expectations, estimates or projections of the Company, its Directors or its Officers about the Company and the industry in which it operates, and assumptions made by management, and*

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*include among other items, (i) the Company's strategies regarding growth, including its intention to develop new products; (ii) the Company's financing plans; (iii) trends affecting the Company's financial condition or results of operations; (iv) the Company's ability to continue to control costs and to meet its liquidity and other financing needs; (v) the declaration and payment of dividends; and (vi) the Company's ability to respond to changes in customer demand domestically and internationally, including as a result of standardization. Although the Company believes that its expectations are based on reasonable assumptions, it can give no assurance that the anticipated results will occur.*

*Important factors that could cause the actual results to differ materially from those in the forward-looking statements include, among other items, (i) the economic cyclicality of the capital goods industry in general and the hydraulic valve and manifold industry in particular, which directly affect customer orders, lead times and sales volume; (ii) conditions in the capital markets, including the interest rate environment and the availability of capital; (iii) changes in the competitive marketplace that could affect the Company's revenue and/or cost bases, such as increased competition, lack of qualified engineering, marketing, management or other personnel, and increased labor and raw materials costs; (iv) changes in technology or customer requirements, such as standardization of the cavity into which screw-in cartridge valves must fit, which could render the Company's products or technologies noncompetitive or obsolete; (v) new product introductions, product sales mix and the geographic mix of sales nationally and internationally; and (vi) changes relating to the Company's international sales, including changes in regulatory requirements or tariffs, trade or currency restrictions, fluctuations in exchange rates, and tax and collection issues. Further information relating to factors that could cause actual results to differ from those anticipated is included but not limited to information under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-Q for the quarter ended April 2, 2011, and under the heading "Business" and particularly under the subheading, "Business Risk Factors" in the Company's Form 10-K for the year ended January 1, 2011. The Company disclaims any intention or obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.*

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