

Ultra Clean Holdings, Inc.  
Form 8-K  
June 05, 2015

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**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**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 4, 2015

**ULTRA CLEAN HOLDINGS, INC.**  
(Exact Name of Registrant

as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

000-50646  
(Commission File Number)

61-1430858  
(IRS Employer Identification  
No.)

26462 CORPORATE AVENUE,  
  
HAYWARD, CA  
(Address of Principal Executive  
Offices)

94545  
  
(Zip Code)

Registrant's telephone number, including area code: (510) 576-4400

n/a

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

At the Company's Annual Meeting of Stockholders held on June 4, 2015, stockholders considered and approved three proposals, each of which is described in more detail in the Company's definitive proxy statement filed on April 27, 2015 for the Annual Meeting of Stockholders.

The vote results detailed below represent the final results as certified by the Inspector of Elections:

**Proposal 1**

Election of directors for a one-year term.

| <b>Director</b>     | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|---------------------|------------|-----------------|------------------------|
| Clarence L. Granger | 20,464,847 | 1,779,461       | 5,575,856              |
| James P. Scholhamer | 20,984,617 | 1,259,691       | 5,575,856              |
| John Chenault       | 21,384,525 | 859,783         | 5,575,856              |
| David T. ibnAle     | 18,960,823 | 3,283,485       | 5,575,856              |
| Leonid Mezhvinsky   | 17,799,914 | 4,444,394       | 5,575,856              |
| Emily M. Liggett    | 21,304,427 | 939,881         | 5,575,856              |
| Thomas T. Edman     | 21,583,342 | 660,966         | 5,575,856              |
| Barbara V. Scherer  | 21,643,264 | 601,044         | 5,575,856              |

**Proposal 2**

Ratification of the appointment of Moss Adams LLP to serve as the Company's independent registered public accounting firm for fiscal 2015.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 27,084,830 | 153,172        | 582,162        |

**Proposal 3**

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Approval, by non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers.

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Vote</b> |
|------------|----------------|----------------|------------------------|
| 19,862,341 | 1,487,205      | 894,762        | 5,575,856              |

**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.

ULTRA CLEAN HOLDINGS, INC.

Date: June 5, 2015 By: /s/ Kevin C. Eichler  
Name: Kevin C. Eichler  
Title: President and Chief Financial Officer