

Mistras Group, Inc.
Form 8-K
October 23, 2014

**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): **October 21, 2014**

Mistras Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001- 34481
(Commission
File Number)

22-3341267
(IRS Employer
Identification No.)

195 Clarksville Road
Princeton Junction, New Jersey
(Address of principal executive offices)

08550
(Zip Code)

Registrant's telephone number, including area code: **(609) 716-4000**

Not Applicable
(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

The Company held its 2014 annual shareholders meeting on October 21, 2014. Shareholders elected the seven nominees to the Board of Directors for one-year terms, ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015 and approved the Company's executive compensation programs. These were the only matters voted upon at the meeting. The voting results are as follows.

1. The seven nominees for election to the Board of Directors were elected based upon the following votes:

| Nominee | Votes For | Withheld | Broker Non-votes |
|------------------------|------------|-----------|------------------|
| James J. Forese | 23,776,813 | 103,743 | 2,429,275 |
| Richard H. Glanton | 22,969,341 | 911,215 | 2,429,275 |
| Michael J. Lange | 22,771,814 | 1,108,742 | 2,429,275 |
| Ellen T. Ruff | 23,212,533 | 668,023 | 2,429,275 |
| Manuel N. Stamatakis | 22,554,099 | 1,326,457 | 2,429,275 |
| Sotirios J. Vahaviolos | 22,733,820 | 1,146,736 | 2,429,275 |
| W. Curtis Weldon | 23,830,872 | 49,684 | 2,429,275 |

2. The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015 was ratified based upon the following votes:

| | Number of Votes |
|------------------------|-----------------|
| Votes for ratification | 26,274,420 |
| Votes against | 35,411 |
| Abstentions | |

There were no broker non-votes for this item.

3. The advisory vote on the Company's executive compensation was approved based upon the following votes:

| | Number of Votes |
|--------------------|-----------------|
| Votes for approval | 21,920,878 |
| Votes against | 1,894,276 |
| Abstentions | 65,402 |
| Broker Non-votes | 2,429,275 |

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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 hereunto duly authorized.

MISTRAS GROUP, INC.

Date: October 23, 2014

| | | |
|-----|----------------------|--|
| By: | /s/ Michael C. Keefe | |
| | Name: | Michael C. Keefe |
| | Title: | Executive Vice President, General Counsel and Secretary |