

HUTTIG BUILDING PRODUCTS INC  
Form 8-K  
April 23, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): April 22, 2013

**Huttig Building Products, Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-14982  
(Commission  
File Number)

43-0334550  
(IRS Employer  
Identification No.)

555 Maryville University Dr., Suite 400, St. Louis, MO  
(Address of principal executive offices)

63141  
(Zip Code)

Registrant's telephone number, including area code (314) 216-2600

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**Former name or former address, if changed since last report: Not Applicable**

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))

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

On April 22, 2013, Huttig Building Products, Inc. (the Company) held its Annual Meeting of Stockholders. The matters set forth below were voted on and approved by the stockholders at the Annual Meeting. The voting results for each matter are as set forth below.

**1. The election of three directors to serve terms expiring in 2016:**

| Director's Name   | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| E. Thayer Bigelow | 14,557,994 | 1,002,475      | 3,345,283        |
| Richard S. Forte  | 14,071,036 | 1,489,433      | 3,345,283        |
| Jon P. Vrabely    | 14,707,769 | 852,700        | 3,345,283        |

**2. To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for 2013:**

| Votes For  | Votes Against | Votes Abstained |
|------------|---------------|-----------------|
| 18,685,079 | 158,534       | 62,139          |

**3. To approve, by a non-binding advisory vote, the compensation paid by the Company to certain executive officers:**

| Votes For  | Votes Against | Votes Abstained | Broker Non-Votes |
|------------|---------------|-----------------|------------------|
| 12,335,134 | 1,111,514     | 2,113,821       | 3,345,283        |

**4. To recommend, by a non-binding advisory vote, the frequency with which the stockholders of the Company will be asked to approve the compensation paid by the Company to certain executive officers:**

| Every Year | Every 2 Years | Every 3 Years | Votes Abstained | Broker Non-Votes | Uncast |
|------------|---------------|---------------|-----------------|------------------|--------|
| 10,500,219 | 1,960,852     | 451,871       | 2,647,407       | 3,345,283        | 120    |

The Board of Directors of the Company, taking into account the foregoing advisory vote of the stockholders of the Company, has determined that the Company will hold an advisory vote on executive compensation every year.

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.

Huttig Building Products, Inc.

(Registrant)

Date: April 23, 2013

/s/ Philip W. Keipp  
Philip W. Keipp  
Vice President and Chief Financial Officer