

Altra Industrial Motion Corp.  
Form 8-K  
April 28, 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): April 24, 2014**

**ALTRA INDUSTRIAL MOTION CORP.**

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

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

**001-33209**  
**(Commission**  
  
**File Number)**

**61-1478870**  
**(IRS Employer**  
  
**Identification No.)**

**300 Granite Street, Suite 201**

**Braintree, Massachusetts**  
**(Address of Principal Executive Offices)**

**02184**  
**(Zip Code)**

**Registrant's telephone number, including area code: (781) 917-0600**

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:

- .. 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**

Altra Industrial Motion Corp. ( Altra ) held its Annual Meeting of Stockholders (the Annual Meeting ) on April 24, 2014. At the Annual Meeting, the stockholders:

- (1) elected all of the seven (7) nominees to serve as directors of Altra;
- (2) ratified the appointment of Deloitte & Touche LLP as Altra s independent registered accounting firm for the fiscal year 2014;
- (3) approved the adoption of the Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan; and
- (4) approved an advisory vote to approve Altra s 2013 named executive officer compensation .

The results for each matter voted on by the stockholders at the Annual Meeting were as follows:

Proposal 1. Election of Directors:

	Shares For	Shares Withheld	Broker non-votes
Edmund M. Carpenter	24,526,888	152,374	347,036
Carl L. Christenson	24,585,218	94,044	347,036
Lyle G. Ganske	24,585,588	93,674	347,036
Michael S. Lipscomb	24,528,888	150,374	347,036
Larry McPherson	24,528,888	150,374	347,036
Thomas W. Swidarski	24,621,098	58,164	347,036
James H. Woodward Jr.	24,585,218	94,044	347,036

Proposal 2. Ratification of Selection of Independent Registered Public Accounting Firm:

Shares For	24,777,163
Shares Against	6,706
Shares Abstain	242,429
Broker Non-Votes	N/A

Proposal 3. Approval of the adoption of the Altra Industrial Motion Corp. 2014 Omnibus Incentive Plan:

Shares For	22,798,082
Shares Against	1,874,988
Shares Abstain	6,192
Broker Non-Votes	347,036

Proposal 4. Advisory Vote to Approve the Compensation of the Company s Named Executive Officers ( Say on Pay ):

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Shares For	23,557,475
Shares Against	1,116,018
Shares Abstain	5,769
Broker Non-Votes	347,036

**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.

ALTRA INDUSTRIAL MOTION CORP.

/s/ Glenn Deegan

Name: Glenn Deegan

Title: Vice President, Legal and Human  
Resources, General Counsel and  
Secretary

Date: April 28, 2014