

CECO ENVIRONMENTAL CORP  
Form 8-K  
May 16, 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): May 15, 2014**

**CECO Environmental Corp.**

(Exact Name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction)

**000-7099**

(Commission)

**13-2566064**

(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

**4625 Red Bank Road**

**Cincinnati, OH**  
(Address of principal executive offices)

**45227**  
(Zip Code)

**Registrant's telephone number, including area code: (513) 458-2600**

(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:

- 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 May 15, 2014 CECO Environmental Corp., (the Company), held its 2014 Annual Meeting of Stockholders, the ( Annual Meeting ). At the Annual Meeting, stockholders of the Company considered: 1) the election of the eight director nominees named in the proxy statement; 2) the ratification of the independent registered public accounting firm for fiscal 2014; and 3) an advisory vote to approve the named executive officer compensation. The voting results at the Annual Meeting with respect to each of the matters described above, were as follows:

1. The eight director nominees named in the proxy statement and standing for election were elected based upon the following votes:

| <b>DIRECTOR NOMINEE</b> | <b>FOR</b> | <b>WITHHELD</b> | <b>BROKER<br/>NON-VOTE</b> |
|-------------------------|------------|-----------------|----------------------------|
| Arthur Cape             | 17,100,495 | 265,684         | 6,246,039                  |
| Jason DeZwirek          | 13,555,003 | 3,811,176       | 6,246,039                  |
| Eric M. Goldberg        | 17,079,373 | 286,805         | 6,246,039                  |
| Jeffrey Lang            | 14,362,195 | 3,003,083       | 6,246,039                  |
| Lynn J. Lyall           | 17,146,025 | 220,154         | 6,246,039                  |
| Jonathan Pollack        | 13,036,299 | 4,329,879       | 6,246,039                  |
| Seth Rudin              | 17,091,291 | 274,887         | 6,246,039                  |
| Donald A. Wright        | 16,906,215 | 459,964         | 6,246,039                  |

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2. The appointment of BDO USA, LLP as the Company's independent registered public accounting firm for fiscal 2014 was ratified as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> |
|------------|----------------|----------------|
| 23,520,813 | 64,234         | 27,171         |

3. The Company's named executive officer compensation was approved on an advisory basis as follows:

| <b>FOR</b> | <b>AGAINST</b> | <b>ABSTAIN</b> | <b>BROKER<br/>NON-VOTES</b> |
|------------|----------------|----------------|-----------------------------|
| 16,941,657 | 315,764        | 108,758        | 6,246,039                   |

**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.

Date: May 16, 2014

CECO Environmental Corp.

By: /s/ Edward J. Prajzner  
Edward J. Prajzner  
Chief Financial Officer and Secretary