

CECO ENVIRONMENTAL CORP  
Form 8-K  
May 28, 2015

**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 reported): May 21, 2015**

**CECO Environmental Corp.**

**(Exact Name of Registrant as Specified in its Charter)**

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

**000-7099**  
**(Commission**  
  
**File Number)**

**13-2566064**  
**(IRS Employer**  
  
**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 21, 2015, CECO Environmental Corp. (the Company) held its 2015 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 2015; 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 NON-VOTES</b>
Arthur Cape	17,878,399	469,947	5,610,584
Jason DeZwirek	14,934,360	3,413,986	5,610,584
Eric M. Goldberg	18,035,477	312,869	5,610,584
Jeffrey Lang	15,389,997	2,958,349	5,610,584
Lynn J. Lyall	17,764,633	583,712	5,610,584
Jonathan Pollack	13,777,010	4,571,336	5,610,584
Seth Rudin	18,040,425	307,921	5,610,584
Donald A. Wright	17,709,755	638,591	5,610,584

2. The appointment of BDO USA, LLP as the Company's independent registered public accounting firm for fiscal 2015 was ratified as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
23,887,037	48,381	23,509

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 NON- VOTES</b>
17,444,283	804,068	99,995	5,610,584

**ITEM 8.01 Other Events.**

On May 21, 2015, the Board of Directors (the Board) of the Company voted to create a new committee of the Board known as the Nominations and Governance Committee (the Committee). The Committee will consist of Eric Goldberg, as the Chairman of the Committee, and Seth Rudin, both of whom are independent directors. Amongst

other things, the Committee will recommend for the Board's approval the slate of nominees to be proposed by the Board to stockholders for election to the Board. The Committee's purposes are more fully described in its written charter, a copy of which will be available on our website [www.cecoenviro.com](http://www.cecoenviro.com) on the Investor Information, Corporate Governance section.

**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 28, 2015

CECO Environmental Corp.

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