

VALSPAR CORP  
Form 8-K  
March 24, 2017

**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 Act of 1934**

**Date of Report (Date of earliest event reported): March 24, 2017**

**THE VALSPAR CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1101 South 3rd Street, Minneapolis, Minnesota**

**1-3011**  
**(Commission**

**File Number)**

**36-2443580**  
**(I.R.S. Employer**

**Identification No.)**

**55415**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (612) 851-7000

**Not Applicable**

**(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 (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 March 24, 2017, The Valspar Corporation (the Corporation) held its Annual Meeting of Stockholders, at which the following items were voted upon:

- (1) Election of four directors (Class I) for a term of three years:

| Nominee           | For        | Against   | Abstain | Broker Non-Vote |
|-------------------|------------|-----------|---------|-----------------|
| John M. Ballbach  | 51,043,314 | 2,969,218 | 762,660 | 6,348,464       |
| Ian R. Friendly   | 50,608,061 | 3,366,852 | 800,279 | 6,348,464       |
| Janel S. Haugarth | 52,555,388 | 1,373,022 | 846,782 | 6,348,464       |
| David R. Lumley   | 52,610,769 | 1,305,407 | 859,016 | 6,348,464       |

- (2) Advisory vote to approve the compensation of our named executive officers as stated in the Corporation's proxy statement:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 49,431,231 | 4,439,415 | 904,546 | 6,348,464       |

- (3) Advisory vote on the frequency for a stockholders' advisory vote on the Corporation's executive compensation:

| 1 Year     | 2 Years | 3 Years   | Abstain | Broker Non-Vote |
|------------|---------|-----------|---------|-----------------|
| 46,404,540 | 196,679 | 7,259,756 | 914,217 | 6,348,464       |

- (4) Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Corporation for the fiscal year ending October 27, 2017:

| For        | Against   | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 58,568,809 | 1,848,296 | 706,551 | 0               |

**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 thereunto duly authorized.

THE VALSPAR CORPORATION

Dated: March 24, 2017

/s/ Rolf Engh

Name: Rolf Engh

Executive Vice President, General Counsel and

Title: Secretary