

Vulcan Materials CO  
Form 8-K  
May 17, 2017

**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): May 12, 2017**

**VULCAN MATERIALS COMPANY**

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

**New Jersey**  
**(State or other jurisdiction**

**of incorporation)**

**001-33841**  
**(Commission**

**File Number)**  
**1200 Urban Center Drive**

**20-8579133**  
**(IRS Employer**

**Identification No.)**

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**Birmingham, Alabama 35242**

**(Address of principal executive offices) (zip code)**

**(205) 298-3000**

**Registrant's telephone number, including area code:**

**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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 12, 2017, Vulcan Materials Company (the Company) held its annual meeting of shareholders (the Annual Meeting) in Birmingham, Alabama. There were 132,636,842 shares of common stock eligible to be voted at the Annual Meeting, and 118,548,883 shares were represented in person or by proxy at the Annual Meeting, which constituted a quorum to conduct business at the Annual Meeting. The following matters, which are described in more detail in the Company's 2017 definitive proxy statement, which is incorporated herein by reference as Exhibit 10.1, were voted upon and approved by the Company's shareholders at the Annual Meeting.

**Proposal 1: Election of Directors**

The individual named below was elected to a two-year term expiring in 2019:

| Director         | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|------------------|----------------------|-------------|------------------|
| David P. Steiner | 108,414,197      | 970,758              | 114,658     | 9,049,270        |

Each of the individuals named below was elected to a three-year term expiring in 2020:

| Director                 | Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|--------------------------|------------------|----------------------|-------------|------------------|
| O. B. Grayson Hall, Jr.  | 107,346,505      | 2,014,187            | 138,921     | 9,049,270        |
| James T. Prokopanko      | 107,672,948      | 1,693,004            | 133,661     | 9,049,270        |
| Kathleen Wilson-Thompson | 107,824,442      | 1,554,377            | 120,794     | 9,049,270        |

**Proposal 2: Advisory Vote on Compensation of the Company's Named Executive Officers (Say on Pay)**

The advisory vote on the compensation of the Company's named executive officers was approved with the following vote:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 106,096,409      | 3,159,915            | 243,289     | 9,049,270        |

**Proposal 3: Advisory Vote on the Frequency of Future Advisory Votes on Executive Compensation (Say on Pay Frequency)**

A one year frequency on future advisory votes on the compensation of the Company's named executive officers was approved with the following vote:

| 1 Year      | 2 Years | 3 Years   | Abstentions | Broker Non-Votes |
|-------------|---------|-----------|-------------|------------------|
| 100,222,235 | 223,541 | 8,886,006 | 167,831     | 9,049,270        |

The Company will include an advisory vote on executive compensation in its proxy materials every year until the next advisory vote on the frequency of future advisory votes on executive compensation, which will occur no later than the Company's 2023 annual meeting of shareholders.

**Proposal 4: Ratification of Appointment of Independent Registered Public Accounting Firm**

The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2017 was ratified with the following vote:

| Shares Voted For | Shares Voted Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|-------------|------------------|
| 116,265,866      | 2,185,429            | 97,588      | 0                |

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Definitive Proxy Statement, filed on Schedule 14A with the Securities and Exchange Commission on March 27, 2017 and incorporated herein by reference. |

**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.

**VULCAN MATERIALS COMPANY**

Date: May 17, 2017

By: /s/ Jerry F. Perkins Jr.  
Name: Jerry F. Perkins Jr.  
Title: General Counsel and Secretary