

ADAMS RESOURCES & ENERGY, INC.  
Form 8-K  
May 09, 2018

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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 9, 2018

ADAMS RESOURCES & ENERGY, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      1-7908                                      74-1753147  
(State or other jurisdiction of (Commission File Number) (IRS Employer  
incorporation)                                      Identification No.)

17 South Briar Hollow Lane, Suite 100, Houston, Texas 77027  
(Address of principal executive offices)                                      (Zip Code)

Registrant's telephone number, including area code: (713) 881-3600

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 (17 CFR §230.405) or  
Rule 12b-2 of the Securities  
Exchange Act of 1934 (17 CFR  
§240.12b-2).

Emerging growth company

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.

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

On May 8, 2018, Adams Resources & Energy, Inc. (the “Company”) held its Annual Meeting of Shareholders for the purpose of considering the following matters: (i) to elect six directors to serve for the next year and until their successors are elected and qualified, (ii) to consider and act upon an Advisory Resolution on Executive Compensation, (iii) to consider and act upon an Advisory Resolution on the Frequency of the Shareholders’ Advisory Resolution on Executive Compensation, and (iv) to consider and act upon the new Adams Resources & Energy, Inc. 2018 Long-Term Incentive Plan. The voting was as follows:

1. To elect six directors to serve for the next year and until their successors are elected and qualified.

|                    | Number of Shares |          | Broker    |
|--------------------|------------------|----------|-----------|
|                    | For              | Withheld | Non-Votes |
| Townes G. Pressler | 3,387,825        | 11,524   | —         |
| Larry E. Bell      | 3,237,152        | 162,197  | —         |
| Michelle A. Earley | 3,386,235        | 13,114   | —         |
| Murray E. Brasseux | 3,374,483        | 24,866   | —         |
| Richard C. Jenner  | 3,376,174        | 23,175   | —         |
| W.R. Scofield      | 3,355,247        | 44,102   | —         |

2. To consider and act upon an Advisory Resolution on Executive Compensation.

| Number of Shares |         |         |   | Broker    |
|------------------|---------|---------|---|-----------|
| For              | Against | Abstain |   | Non-Votes |
| 3,378,020        | 19,583  | 1,746   | — | —         |

3. To consider and act upon an Advisory Resolution on the Frequency of the Shareholders’ Advisory Resolution on Executive Compensation.

| Number of Shares |               |               |         |   | Broker    |
|------------------|---------------|---------------|---------|---|-----------|
| Every 1 Year     | Every 3 Years | Every 3 Years | Abstain |   | Non-Votes |
| 3,055,183        | 1,897         | 340,577       | 1,692   | — | —         |

After considering the results of the shareholders’ vote at the 2018 Annual Meeting of Shareholders, the Board of Directors determined that it is in the best interest of the Company and its shareholders to hold an advisory vote to approve executive compensation on an annual basis until the next required shareholder vote on the frequency of future advisory votes to approve executive compensation.

4. To consider and act upon the new Adams Resources & Energy, Inc. 2018 Long-Term Incentive Plan.

Number of Shares

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| For       | Against | Abstain | Broker<br>Non-Votes |
|-----------|---------|---------|---------------------|
| 3,372,839 | 25,997  | 513     | —                   |

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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.

ADAMS RESOURCES & ENERGY, INC.

Date: May 9, 2018 By: /s/ Sharon C. Davis  
Sharon C. Davis  
Interim Chief Financial Officer  
(Principal Financial Officer and  
Principal Accounting Officer)