

STANDEX INTERNATIONAL CORP/DE/  
Form 8-K  
October 29, 2018

**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): October 23, 2018**

**STANDEX INTERNATIONAL CORPORATION**

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

**Delaware**                      **1-7233**                      **31-0596149**  
**(State or other jurisdiction of**   **(Commission**           **(IRS Employer**

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**incorporation or organization) File Number) Identification No.)**

**11 Keewaydin Drive, Salem, New Hampshire 03079**  
**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (603) 893-9701**

**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))
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**Standex International Corporation**

**SECTION 5**

**ITEM 5.02 DEPARTING DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS TO CERTAIN OFFICERS**

At the 2018 Annual Meeting on October 23, 2018, the Company's shareholders approved the 2018 Omnibus Incentive Plan ("OIP"), a summary of which can be found in the Proxy Statement filed with the SEC on September 12, 2018. A copy of the full OIP is attached as Exhibit 99 to this 8K.

On October 23, 2018 Gerald H. Fickenscher retired as a member of the Board of Directors after fourteen years of service due to our mandatory director retirement age.

**ITEM 5.07 a and b SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The Company held its Annual Meeting of Stockholders on October 23, 2018. The number of common shares represented at the Annual Meeting of Stockholders was 11,914,912. The stockholders voted on the following proposals:

Proposal I - Election of Directors to:

three-year terms ending on the date of the Annual Meeting of Stockholders in 2021:

**NomineeForWithheldNon-Vote**

**Charles H. Cannon, Jr.** 11,227,135 34,099 512,899

**Jeffrey S. Edwards** 11,258,855 36,743 512,899

**B. Joanne Edwards** 11,349,664 32,102 512,899

Proposal II - Approval of the 2018 Omnibus Incentive Plan to replace the 2008 Long Term Incentive Plan, which was amended and restated in 2011;

**For** 10,585,151

**Against** 808,299

**Abstain** 8,562

**Non-Vote** 512,899

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Proposal III – Advisory vote on the total compensation paid to the named executive officers of the Company:

**For**11,165,264

**Against**198,058

**Abstain**38,689

**Non-Vote**512,899

Proposal IV – Ratification of appointment of Grant Thornton LLP as Independent Public Accountants of the Company for the fiscal year ending June 30, 2019:

**For**11,862,719

**Against**11,894

**Abstain**40,298

## **SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS**

### **ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits – The following exhibit is provided as part of the information furnished under Item 5.02 of this Current Report on Form 8-K.

**Exhibit No.** Description

**99**2018 Omnibus Incentive Plan

**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.

**STANDEX INTERNATIONAL CORPORATION**

(Registrant)

*/s/ Thomas DeByle*

**Thomas DeByle**

**Chief Financial Officer**

Date: October 29, 2018

Signing on behalf of the registrant and as principal financial officer