

AZZ INC
Form 8-K
July 08, 2014

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):
July 8, 2014

AZZ incorporated
(Exact name of Registrant as specified in its charter)

TEXAS

(State or Other Jurisdiction of Incorporation or Organization) 1-12777
Commission File No.

75-0948250
(I.R.S. Employer Identification Number)

One Museum Place, Suite 500
3100 West 7th Street
Fort Worth, TX 76107
(Address of principal executive offices, including zip code)

Registrant's Telephone Number, including Area Code: (817) 810-0095

None
(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))

Section 5 - Corporate Governance and Management

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

On July 8, 2014, AZZ incorporated (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders approved four proposals. The proposals are described in detail in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on May 29, 2014. The final voting results with respect to each proposal voted upon at the Annual Meeting are set forth below.

Proposal 1. Election of nine directors each to serve for a one year term.

| | For | Withheld | Broker Non-Votes |
|--------------------|------------|-----------|------------------|
| Thomas E. Ferguson | 19,557,212 | 747,019 | 3,593,786 |
| Dana L. Perry | 19,445,688 | 858,543 | 3,593,786 |
| Daniel E. Berce | 19,477,736 | 826,495 | 3,593,786 |
| Martin C. Bowen | 19,391,261 | 912,970 | 3,593,786 |
| Sam Rosen | 19,502,426 | 801,805 | 3,593,786 |
| Kevern R. Joyce | 19,495,734 | 808,497 | 3,593,786 |
| Dr. H. Kirk Downey | 19,369,604 | 934,627 | 3,593,786 |
| Daniel R. Feehan | 12,153,605 | 8,150,626 | 3,593,786 |
| Peter A. Hegedus | 20,234,927 | 69,304 | 3,593,786 |

Proposal 2. Approval of AZZ Incorporated 2014 Long Term Incentive Plan.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 17,987,395 | 2,275,500 | 41,336 | 3,593,786 |

Proposal 3. Approval of the Say-On-Pay Proposal on its executive compensation program.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 19,751,959 | 375,598 | 176,674 | 3,593,786 |

Proposal 4. Ratify the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending on February 28, 2015.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 22,715,267 | 839,573 | 343,177 | 0 |

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: July 8, 2014

AZZ incorporated
By: /s/ Tara D. Mackey
Tara D. Mackey
Chief Legal Officer and
Corporate Secretary