

Ultra Clean Holdings, Inc.
Form 8-K
June 05, 2015

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): June 4, 2015

ULTRA CLEAN HOLDINGS, INC.
(Exact Name of Registrant

as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-50646
(Commission File Number)

61-1430858
(IRS Employer Identification
No.)

26462 CORPORATE AVENUE,

HAYWARD, CA
(Address of Principal Executive
Offices)

94545

(Zip Code)

Registrant's telephone number, including area code: (510) 576-4400

n/a

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

At the Company's Annual Meeting of Stockholders held on June 4, 2015, stockholders considered and approved three proposals, each of which is described in more detail in the Company's definitive proxy statement filed on April 27, 2015 for the Annual Meeting of Stockholders.

The vote results detailed below represent the final results as certified by the Inspector of Elections:

Proposal 1

Election of directors for a one-year term.

Director	For	Withheld	Broker Non-Vote
Clarence L. Granger	20,464,847	1,779,461	5,575,856
James P. Scholhamer	20,984,617	1,259,691	5,575,856
John Chenault	21,384,525	859,783	5,575,856
David T. ibnAle	18,960,823	3,283,485	5,575,856
Leonid Mezhvinsky	17,799,914	4,444,394	5,575,856
Emily M. Liggett	21,304,427	939,881	5,575,856
Thomas T. Edman	21,583,342	660,966	5,575,856
Barbara V. Scherer	21,643,264	601,044	5,575,856

Proposal 2

Ratification of the appointment of Moss Adams LLP to serve as the Company's independent registered public accounting firm for fiscal 2015.

For	Against	Abstain
27,084,830	153,172	582,162

Proposal 3

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Approval, by non-binding advisory vote, of the compensation paid by the Company to its Named Executive Officers.

For	Against	Abstain	Broker Non-Vote
19,862,341	1,487,205	894,762	5,575,856

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.

ULTRA CLEAN HOLDINGS, INC.

Date: June 5, 2015 By: /s/ Kevin C. Eichler
Name: Kevin C. Eichler
Title: President and Chief Financial Officer