

CARRIAGE SERVICES INC
Form 8-K
May 21, 2015

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 19, 2015

Carriage Services, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 1-11961 (Commission File Number) | 76-0423828 (IRS Employer Identification No.) |
| 3040 Post Oak Boulevard, Suite 300 Houston, Texas 77056 (Address, including zip code, of principal executive offices) | | |
| Registrant's telephone number, including area code: (713) 332-8400 | | |

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 communication 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.

The 2015 Annual Meeting of Stockholders of Carriage Services, Inc. (the “Company”) was held on May 19, 2015. As of the record date for the meeting, we had 18,495,091 shares of Common Stock outstanding, each of which was entitled to one vote. The matters presented for a vote and the related results are as follows:

PROPOSAL 1 – ELECTION OF DIRECTORS

Proposal 1 was the election of two nominees to serve as Class I directors for a new three-year term expiring on the date of the 2018 annual meeting. The result of the vote was as follows:

| Nominee | Votes For | Votes Withheld | Broker Non-Votes |
|------------------|------------|----------------|------------------|
| Melvin C. Payne | 11,862,255 | 428,292 | 4,736,351 |
| Richard W. Scott | 11,429,033 | 861,514 | 4,736,351 |

Pursuant to the foregoing votes, the director nominees were duly elected.

PROPOSAL 2 – ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION

Proposal 2 was the approval of the named executive officer compensation. The result of the vote was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 5,980,725 | 6,164,018 | 145,803 | 4,736,352 |

Pursuant to the foregoing votes, the named executive officer compensation was not approved on an advisory basis.

PROPOSAL 3 – RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Proposal 3 was the ratification of Grant Thornton LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2015. The result of the vote was as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 16,896,864 | 49,611 | 80,423 | — |

Pursuant to the foregoing votes, the selection of Grant Thornton LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2015 was ratified.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: May 21, 2015

By: /s/ L. William Heiligbrodt
L. William Heiligbrodt
Executive Vice President and Secretary