

INNOSPEC INC.  
Form 8-K  
May 10, 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): May 9, 2018**

**INNOSPEC INC.**

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

**Commission File Number: 1-13879**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**98-0181725**  
**(IRS Employer**  
  
**Identification No.)**

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**8310 South Valley Highway Suite 350**

**Englewood, Colorado, 80112**

**(Address of principal executive offices, including zip code)**

**(303)792-5554**

**(Registrant's telephone number, including area code)**

**(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:

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))  
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.

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(e) Innospec Inc. (the Company) held its Annual Meeting of Stockholders (the 2018 Annual Meeting) on May 9, 2018, at which time the Company's stockholders approved the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan (the Omnibus Plan), and Innospec Inc. ShareSave Plan 2008 (as amended and restated) (the ShareSave Plan; the ShareSave Plan and the Omnibus Plan are collectively the Plans). The Omnibus Plan reserves 900,000 shares of the Company's Common Stock to be used for the Company's executive, employee and director compensation programs. The amendment and restatement of the ShareSave Plan increased the number of shares of the Company's Common Stock to be issued under that plan by 900,000 shares. A more complete description of the Plans is contained in Innospec's proxy statement dated March 22, 2018 (the 2018 Proxy Statement), as filed with the Securities and Exchange Commission, under the headings Proposal 3 Approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan, and Proposal 4 Approval Innospec Inc. ShareSave Plan 2008 (as amended and restated), which are hereby incorporated herein by reference.

For the full text of the Omnibus Plan, see Exhibit 10.1 hereto, which is hereby incorporated herein by reference. For the full text of the ShareSave Plan, see Exhibit 10.2 hereto, which is hereby incorporated herein by reference.

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

The Company held its 2018 Annual Meeting on May 9, 2018. The matters voted upon and the results of such voting are set forth below. Each proposal is described in more detail in the Company's 2018 Proxy Statement filed and provided to stockholders in connection with the meeting.

Proposal 1 Re-election of two Class II Directors

Milton C. Blackmore

|                   |            |
|-------------------|------------|
| For:              | 20,053,697 |
| Withheld:         | 1,865,789  |
| Broker Non-Votes: | 1,284,167  |

Robert I. Paller

|                   |            |
|-------------------|------------|
| For:              | 19,211,703 |
| Withheld:         | 2,708,204  |
| Broker Non-Votes: | 1,283,746  |

Proposal 2 Advisory approval of the Company's executive compensation

|                   |            |
|-------------------|------------|
| For:              | 18,760,600 |
| Against:          | 2,956,148  |
| Abstain:          | 202,738    |
| Broker Non-Votes: | 1,284,167  |



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Proposal 3 Approval of the Innospec Inc. 2018 Omnibus Long-Term Incentive Plan

For: 20,878,766  
Against: 1,016,448  
Abstain: 24,272  
Broker Non-Votes: 1,284,167

Proposal 4 Approval of the Innospec Inc. ShareSave Plan 2008 (as amended and restated)

For: 21,832,412  
Against: 75,089  
Abstain: 11,985  
Broker Non-Votes: 1,284,167

Proposal 5 Ratification of the appointment of the Company's independent registered public accounting firm for 2018

For: 23,093,978  
Against: 43,999  
Abstain: 65,255  
Broker Non-Votes: 421

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**EXHIBIT INDEX**

| Number | Description  | Method of Filing |
|--------|--|------------------|
| 10.1   | <u>Innospec Inc. 2018 Omnibus Long-Term Incentive Plan</u>         | Filed Herewith   |
| 10.2   | <u>Innospec Inc. ShareSave Plan 2008 (as amended and restated)</u> | Filed Herewith   |

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.

INNOSPEC INC.

By: /s/ David B. Jones  
David B. Jones  
VP, General Counsel and CCO

Date: May 10, 2018