

Edgar Filing: Energy Recovery, Inc. - Form 8-K

Energy Recovery, Inc.  
Form 8-K  
June 18, 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): June 14, 2018

ENERGY RECOVERY, INC.  
(Exact Name of Registrant as Specified in its Charter)

Delaware 001-34112 01-0616867  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

1717 Doolittle Drive, San Leandro, California 94577  
(Address if Principal Executive Offices) (Zip Code)

510-483-7370  
(Registrant's telephone number, including area code)

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:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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Item 5.07 Submission of Matters to a Vote of Security Holders

Energy Recovery, Inc. (the “Company”) held its 2018 Annual Meeting of Stockholders (the “Annual Meeting”) on June 14, 2018, at the Company’s offices in San Leandro, California to (i) elect two members of the Board of Directors, (ii) ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm; and (iii) approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers.

As of April 20, 2018, the record date for the Annual Meeting, there were 53,651,381 shares of common stock outstanding and entitled to vote. At the Annual Meeting, 53,651,381 shares of common stock, or approximately 100%, were represented in person or by proxy, constituting a quorum.

The final results for the proposals voted on at the Annual Meeting are set forth below:

Proposal 1 - Election of Class I Directors. The stockholders elected two Class I Directors of the Company’s Board of Directors to serve for a three-year term until the 2021 Annual Meeting or until their respective successors are elected and qualified or until their earlier death, resignation, or removal. The following table shows the results of the stockholders’ vote:

Nominee for Class I Director	Votes For (% of votes cast)	Withheld (% of votes cast)	Broker (Non-Votes)
Olav Fjell	28,586,209 95.93%	1,213,737 4.07%	12,181,738
Ole Peter Lorentzen	27,828,904 93.39%	1,971,042 6.61%	12,181,738

Proposal 2 – Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018. This proposal was [approved/disapproved]. The following table shows the results of the stockholders’ vote:

Votes For (% of votes cast)	Votes Against (% of votes cast)	Abstentions (% of votes cast)
41,501,212 98.88%	466,082 1.11%	14,390 (—%)

Proposal 3 – Non-Binding Advisory Vote on Executive Compensation. This proposal was [approved/disapproved]. The following table shows the results of the stockholders’ vote:

Votes For (% of votes cast)	Votes Against (% of votes cast)	Abstentions (% of votes cast)	Broker (Non-Votes)
23,370,173 78.90%	6,246,777 21.09%	182,996 (—%)	12,181,738

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 hereunto duly authorized.

Date: June 18, 2018

Energy Recovery, Inc.

By: /s/ William Yeung  
William Yeung  
General Counsel