

CARRIAGE SERVICES INC  
Form 8-K/A  
May 23, 2013

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 22, 2013

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 2013 Annual Meeting of Stockholders of Carriage Services, Inc. (the "Company") was held on May 22, 2013. As of the record date for the meeting, we had 18,109,986 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 II directors for a new three-year term expiring on the date of the 2016 annual meeting. The result of the vote was as follows:

Nominee	Votes For	Votes Withheld	Broker Non-vote
L. William Heiligbrodt	11,338,367	689,225	3,637,032
Barry K. Fingerhut	10,861,026	1,166,566	3,637,032

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

**PROPOSAL 2 – APPROVE OUR 2013 LONG-TERM INCENTIVE PLAN**

Proposal 2 was the approval of the Company's 2013 Long-Term Incentive Plan. The result of the vote was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
5,711,547	6,261,579	54,465	3,637,033

Pursuant to the foregoing votes, the 2013 Long-Term Incentive Plan was not approved.

**PROPOSAL 3 – ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION**

Proposal 3 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
11,411,309	542,627	73,655	3,637,033

Pursuant to the foregoing votes, the named executive officer compensation was approved on an advisory basis.

**PROPOSAL 4 – RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Proposal 4 was the ratification of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2013. The result of the vote was as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
15,464,359	152,919	47,346	—

Pursuant to the foregoing votes, the selection of KPMG LLP as the independent registered public accounting firm for the fiscal year ending December 31, 2013 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 23, 2013

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