

ALLEGHENY TECHNOLOGIES INC  
Form 8-K  
May 15, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 15, 2017 (May 11, 2017)

Allegheny Technologies Incorporated

(Exact name of registrant as specified in its charter)

Delaware

1-12001

(State of incorporation)

(Commission File Number)

25-1792394

(IRS Employer Identification  
Number)

1000 Six PPG Place  
Pittsburgh, Pennsylvania 15222-5479  
(Address of principal executive offices)

(412) 394-2800  
(Registrant's telephone number, including area code)

N/A  
(Former name or 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  
(§230.405 of  
this chapter)  
or Rule  
12b-2 of the  
Securities  
Exchange  
Act of 1934  
(§240.12b-2  
of this  
chapter)  
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 5.03 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

(e) As described in Item 5.07 below, the stockholders of Allegheny Technologies Incorporated (the “Company”) approved the Company’s 2017 Incentive Plan (the “2017 Incentive Plan”) at the Company’s Annual Meeting of Stockholders (the “Annual Meeting”) held on May 11, 2017.

The description of the terms of the 2017 Incentive Plan contained in the Company’s definitive proxy statement, dated March 30, 2017 (the “2017 Proxy Statement”), and the full text of the 2017 Incentive Plan, which was filed as Appendix A to the 2017 Proxy Statement, are incorporated herein by reference.

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

As described in Item 5.03 above, the Company held its Annual Meeting on May 11, 2017. As disclosed in the Company’s proxy materials for the Annual Meeting, the following proposals were considered and voted upon at the Annual Meeting: (1) the election of three directors for three-year terms expiring in 2020; (2) approval of the 2017 Incentive Plan; (3) an advisory vote regarding the frequency with which the Company will conduct a non-binding vote to approve the compensation paid annually to its named executive officers; (4) an advisory vote regarding the compensation paid to the Company’s named executive officers in 2016; and (5) ratification of the appointment of Ernst & Young LLP (“E&Y”) as independent auditors for the Company’s fiscal year ending December 31, 2017. Voting results for each such matter are provided below.

1. James C. Diggs, J. Brett Harvey and David J. Morehouse were elected to serve as Directors of the Company for three-year terms ended in 2020. Votes were cast as follows:

|                    | FOR       | WITHHELD   | BROKER<br>NON-VOTES |
|--------------------|-----------|------------|---------------------|
| James C. Diggs     | 8,987,799 | 3,818,005  | 15,355,147          |
| J. Brett Harvey    | 8,325,522 | 8,173,006  | 15,355,147          |
| David J. Morehouse | 7,595,445 | 13,210,383 | 15,355,147          |

2. The adoption of the 2017 Incentive Plan was approved. Votes were cast as follows:

|  | FOR        | AGAINST   | ABSTENTIONS | BROKER<br>NON-VOTES |
|--|------------|-----------|-------------|---------------------|
|  | 79,139,176 | 5,474,031 | 192,622     | 15,355,147          |

By advisory vote, the Company’s stockholders approved the recommendation by the Company’s Board of Directors that the Company conduct an annual advisory vote regarding the compensation paid to its named executive officers.

3. Votes were cast as follows:

|  | 1 YEAR     | 2 YEARS | 3 YEARS   | ABSTENTIONS | BROKER<br>NON-VOTES |
|--|------------|---------|-----------|-------------|---------------------|
|  | 79,515,961 | 299,562 | 4,788,696 | 201,639     | 15,355,147          |



4. By advisory vote, the Company's stockholders approved the 2016 compensation of the Company's named executive officers. Votes were cast as follows:

| FOR        | AGAINST   | ABSTENTIONS | BROKER<br>NON-VOTES |
|------------|-----------|-------------|---------------------|
| 81,883,075 | 2,657,087 | 265,697     | 15,355,147          |

5. The Company's stockholders ratified the selection of E&Y as the Company's independent auditors for 2017. Votes were cast as follows:

| FOR        | AGAINST   | ABSTENTIONS |
|------------|-----------|-------------|
| 95,911,337 | 4,063,115 | 186,554     |

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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.

ALLEGHENY TECHNOLOGIES INCORPORATED

By: /s/ Elliot S. Davis  
Senior Vice President, General Counsel,  
Chief Compliance Officer and Corporate Secretary

Dated: May 15, 2017