

GIBRALTAR INDUSTRIES, INC.

Form 8-K

May 03, 2013

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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 3, 2013 (May 2, 2013)

GIBRALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

0-22462
(Commission)

16-1445150
(IRS Employer)

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of incorporation)

File Number)
3556 Lake Shore Road

Identification No.)

P.O. Box 2028

Buffalo, New York 14219-0228

(Address of principal executive offices) (Zip Code)

(716) 826-6500

(Registrant's telephone number, including area code)

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))

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

Gibraltar Industries, Inc. (the "Company") held its Annual Meeting of Stockholders on May 2, 2013 (the "2013 Annual Meeting") in Buffalo, New York. Stockholders representing 28,581,980 shares, or 93.2%, of the common shares outstanding as of the March 19, 2013 record date were present in person or were represented at the meeting by proxy. The items listed below were submitted to a vote of the stockholders through the solicitation of proxies. The proposals are described in the Company's Proxy Statement for the 2013 Annual Meeting. Final voting results are shown below.

Proposal 1 Election of Directors

Each nominee for election of director requires a majority of the shares present at the 2013 Annual Meeting entitled to vote in order to be elected. Two Class II Directors were elected to hold office for a term expiring in 2016. The following summarizes the votes received for each nominee for director:

Director	Votes Cast For	Votes Cast Against	Abstain	Broker Non-Votes
William J. Colombo	26,616,072	994,314	8,153	963,441
Gerald S. Lippes	21,239,321	6,366,515	12,703	963,441

Proposal 2 Advisory Vote on Executive Compensation ("Say-on-Pay")

This proposal was an advisory vote of the stockholders to approve the Company's compensation of its named executive officers (commonly referred to as the "Say-on-Pay" vote). The following summarizes the voting results for the advisory "Say-on-Pay" vote:

Votes Cast	Votes Cast Against	Abstain	Broker Non-Votes
For 22,286,221	4,709,621	622,697	963,441

Proposal 3 Approval of the Material Terms of the Annual Performance Stock Unit Grant

This proposal required the affirmative vote of holders of a majority of the shares present at the 2013 Annual Meeting entitled to vote. The following summarizes the voting results for the approval of the material terms of the annual performance stock unit grant:

Votes Cast	Votes Cast Against	Abstain	Broker Non-Votes
For 26,394,788	892,618	331,133	963,441

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Proposal 4 Ratification of Selection of Independent Registered Public Accounting Firm

This proposal required the affirmative vote of holders of a majority of the shares present at the 2013 Annual Meeting entitled to vote. The following summarizes the voting results for the ratification of the selection of Ernst & Young LLP as the Company's Independent Public Accounting Firm for the year ending December 31, 2013:

Votes Cast			
For	Votes Cast	Abstain	Broker
28,452,083	Against	659	Non-Votes
	129,238		

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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: May 3, 2013

GIBRALTAR INDUSTRIES, INC.

By: /s/ Kenneth W. Smith
Kenneth W. Smith
Senior Vice President and Chief Financial Officer