

MATERION Corp  
Form 8-K  
May 02, 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 2,  
2018

MATERION  
CORPORATION  
(Exact name of  
registrant as  
specified in its  
charter)

Ohio  
(State or other jurisdiction of incorporation or  
organization)

001-15885  
(Commission File  
Number)

34-1919973  
(I.R.S. Employer Identification  
No.)

6070 Parkland Blvd., Mayfield Hts., Ohio

44124

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (216) 486-4200

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§204.12b-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 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.

On May 2, 2018, Materion Corporation (the "Company") held its 2018 Annual Meeting of Shareholders (the "Annual Meeting"). Set forth below are the proposals voted upon and the final voting results.

As of the record date of the Annual Meeting, there were 20,154,150 shares of common stock outstanding and entitled to vote on each matter presented for vote at the Annual Meeting. At the Annual Meeting 18,871,214, or 94% of the outstanding common shares entitled to vote were represented in person or by proxy. Those shares were voted as follows:

(1) Election of Directors.

The following individuals were nominated in 2018 to serve as directors until 2019. All nominees were elected. The results were as follows:

| Director              | For        | Against | Abstain | Broker<br>Non-Votes |
|-----------------------|------------|---------|---------|---------------------|
| Vinod M. Khilnani     | 17,166,850 | 236,192 | —       | 1,468,172           |
| William B. Lawrence   | 16,968,560 | 434,482 | —       | 1,468,172           |
| N. Mohan Reddy        | 17,022,976 | 380,066 | —       | 1,468,172           |
| Craig S. Shular       | 17,029,730 | 373,312 | —       | 1,468,172           |
| Darlene J. S. Solomon | 17,222,813 | 180,229 | —       | 1,468,172           |
| Robert B. Toth        | 17,109,134 | 293,908 | —       | 1,468,172           |
| Jugal K. Vijayvargiya | 17,240,357 | 162,685 | —       | 1,468,172           |
| Geoffrey Wild         | 17,170,355 | 232,687 | —       | 1,468,172           |
| Robert J. Phillippy   | 17,241,447 | 161,595 | —       | 1,468,172           |

(2) Ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the year 2018.

The proposal was approved based on the following vote:

|                  |            |
|------------------|------------|
| For              | 18,376,993 |
| Against          | 485,909    |
| Abstentions      | 8,312      |
| Broker Non-Votes | —          |

(3) Advisory vote to approve the compensation of the Company's named executive officers for 2018.

The Company's shareholders approved, on an advisory, non-binding basis the compensation of the Company's named executive officers.

|                  |            |
|------------------|------------|
| For              | 16,912,187 |
| Against          | 451,095    |
| Abstentions      | 39,760     |
| Broker Non-Votes | 1,468,172  |



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.

Materion Corporation

May 2, 2018 By: /s/ Stephen Shamrock

Stephen Shamrock

Vice President, Corporate Controller and Investor Relations