

Quanex Building Products CORP
Form 8-K
March 22, 2019

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**

March 22, 2019

(Date of earliest event reported)

QUANEX BUILDING PRODUCTS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-33913
(Commission File Number)

26-1561397
(IRS Employer Identification No.)

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1800 West Loop South, Suite 1500,

Houston, Texas

(Address of principal executive offices)

Registrant's telephone number, including area code: **713-961-4600**

77027

(Zip 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(b) 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.

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

On March 22, 2019, the Company held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on or about February 27, 2019, to the Company's stockholders of record as of January 30, 2019. There were 33,296,829 shares of common stock entitled to vote at the meeting, and a total of 30,928,986 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, six directors were elected for terms expiring at the Company's 2020 Annual Meeting, with the following tabulation of votes for each nominee:

| Director Nominee | Votes For | Votes | | Broker Non-Votes | Percent of |
|----------------------|------------|---------|---------|------------------|------------------------|
| | | Against | Abstain | | Shares Cast in Favor * |
| Robert R. Buck | 29,105,055 | 699,139 | 14,542 | 1,110,250 | 97.65% |
| Susan F. Davis | 29,274,283 | 530,304 | 14,149 | 1,110,250 | 98.22% |
| William C. Griffiths | 28,892,785 | 910,935 | 15,016 | 1,110,250 | 96.94% |
| Donald R. Maier | 29,532,575 | 270,205 | 15,956 | 1,110,250 | 99.09% |
| Joseph D. Rupp | 29,281,570 | 522,148 | 15,018 | 1,110,250 | 98.25% |
| Curtis M. Stevens | 29,410,083 | 393,634 | 15,019 | 1,110,250 | 98.68% |

* Excludes Abstentions and Broker Non-Votes

In addition to the election of directors, stockholders at the Annual Meeting took the following actions:

Provided an advisory say on pay vote approving the Company's executive compensation programs; and

Ratified the Audit Committee's appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending October 31, 2019;

The tabulation of votes for these proposals is set forth below:

| Proposal | Votes For | Votes | | Broker Non-Votes | Percent of |
|---|------------|---------|---------|------------------|------------------------|
| | | Against | Abstain | | Shares Cast in Favor * |
| Advisory Vote to Approve Executive Compensation | 29,487,407 | 317,504 | 13,824 | 1,110,250 | 98.93% |
| Ratification of Company's Independent Auditor | 30,881,702 | 35,981 | 11,303 | | 99.88% |

* Excludes Abstentions and Broker Non-Votes

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUANEX BUILDING PRODUCTS
CORPORATION**

(Registrant)

(Date) March 22, 2019

/s/ Kevin P. Delaney

Kevin P. Delaney

Senior Vice President General Counsel and Secretary