

NORTHWEST PIPE CO
Form 8-K
June 11, 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): June 6, 2018

NORTHWEST PIPE COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|-------------------------------------|---------------------------------|----------------------------|
| OREGON | 0-27140 | 93-0557988 |
| (State or other jurisdiction | (Commission File Number) | (I.R.S. Employer |
| of incorporation) | | Identification No.) |

5721 SE Columbia Way, Suite 200

Vancouver, WA 98661

(360) 397-6250

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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.

Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At the Annual Meeting of Shareholders of Northwest Pipe Company (the “Company”) on June 6, 2018, the Company’s shareholders: (i) elected two directors; (ii) approved, on an advisory basis, the compensation paid to the Company’s named executive officers; and (iii) ratified the appointment of Moss Adams LLP as the Company’s independent registered public accountants for the year ending December 31, 2018. Set forth below are the voting results for each of these proposals.

Proposal 1: Election of two directors:

| Nominee | For | Withheld | Broker Non-votes |
|---------------------------------|-----------|-----------|------------------|
| Keith Larson (three-year term) | 4,830,265 | 2,900,537 | 1,289,645 |
| Richard Roman (three-year term) | 4,985,530 | 2,745,272 | 1,289,645 |

Proposal 2: Advisory vote on executive compensation:

| For | Against | Abstain | Broker Non-votes |
|-----------|---------|---------|------------------|
| 6,896,852 | 693,866 | 140,084 | 1,289,645 |

Proposal 3: Ratification of the appointment of Moss Adams LLP as the Company’s independent registered public accountants for the year ending December 31, 2018:

| For | Against | Abstain | Broker Non-votes |
|-----------|---------|---------|------------------|
| 9,006,253 | 11,854 | 2,340 | - |

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 on June 11, 2018.

NORTHWEST PIPE COMPANY
(Registrant)

By

/s/ Robin Gantt

Robin Gantt,

Senior Vice President,

Chief Financial Officer and Corporate Secretary