

SILGAN HOLDINGS INC
Form 8-K
May 29, 2015
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 26, 2015

SILGAN HOLDINGS INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-22117
(Commission
File Number)

06-1269834
(IRS Employer
Identification No.)

4 Landmark Square, Stamford, Connecticut
(Address of principal executive offices)

06901
(Zip Code)

Registrant's telephone number, including area code: (203) 975-7110

N/A
(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))
- ☐

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
(17 CFR 240.13e-4(c))

Section 5—Corporate Governance and Management

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

On May 26, 2015, the Registrant held its annual meeting of stockholders. At such annual meeting, stockholders of the Registrant voted on the matters set forth below, and the final voting results for such matters are set forth below.

1. Each of the three nominees for election to the Board of Directors of the Registrant was elected, to serve until the Registrant's annual meeting of stockholders in 2018 and until his successor is duly elected and qualified, based upon the following votes:

Nominee	For	Withhold Authority	Broker Non-Votes
Anthony J. Allott	50,458,424	7,156,491	1,494,983
Joseph M. Jordan	56,826,379	788,536	1,494,983
Edward A. Lapekas	53,482,466	4,132,449	1,494,983

2. The proposal to approve the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan and to reapprove the material terms of the performance goals under the Silgan Holdings Inc. Amended and Restated 2004 Stock Incentive Plan was approved based upon the following votes:

For	55,965,531
Against	1,154,448
Abstain	494,936
Broker Non-Votes	1,494,983

3. The proposal to ratify the appointment of Ernst & Young LLP as the Registrant's independent registered public accounting firm for the fiscal year ending December 31, 2015 was approved based upon the following votes:

For	57,937,576
Against	983,794
Abstain	188,528

4. The non-binding advisory vote to approve the compensation of the Named Executive Officers of the Registrant received the following votes:

For	51,643,474
Against	5,404,175
Abstain	567,266
Broker Non-Votes	1,494,983

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.

SILGAN HOLDINGS INC.

By: /s/ Frank W. Hogan, III
Frank W. Hogan, III
Senior Vice President, General
Counsel
and Secretary

Date: May 29, 2015