

POOL CORP  
Form 8-K  
May 02, 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

Date of Report (Date of earliest event reported) May 2, 2019 (May 1, 2019)  
\_\_\_\_\_

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

\_\_\_\_\_  
Delaware 0-26640 36-3943363  
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

109 Northpark Boulevard, Covington, Louisiana 70433-5001  
(Address of principal executive offices) (Zip Code)

985-892-5521  
(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 obligations 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

Edgar Filing: POOL CORP - Form 8-K

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.

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class                       | Trading Symbol(s) | Name of each exchange of which registered |
|---|-------------------|---|
| Common Stock, par value \$0.001 per share | POOL              | NASDAQ Global Select Market               |

---

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

## (a) Annual Meeting of Stockholders

The Annual Meeting of Stockholders of Pool Corporation was held on May 1, 2019.

## (b) Voting Results

Stockholders elected eight directors to serve a one-year term or until their successors are elected and qualified. The final votes with respect to each director were as follows:

|                            | Number of Shares |           |         | Broker<br>Non-Votes |
|----------------------------|------------------|-----------|---------|---------------------|
|                            | For              | Withheld  | Abstain |                     |
| Andrew W. Code             | 33,786,660       | 1,529,294 | 10,513  | 2,300,591           |
| Timothy M. Graven          | 34,595,040       | 720,935   | 10,492  | 2,300,591           |
| Debra S. Oler              | 35,292,902       | 23,793    | 9,772   | 2,300,591           |
| Manuel J. Perez de la Mesa | 34,806,757       | 509,539   | 10,171  | 2,300,591           |
| Harlan F. Seymour          | 34,107,850       | 1,207,775 | 10,842  | 2,300,591           |
| Robert C. Sledd            | 29,035,633       | 6,279,843 | 10,991  | 2,300,591           |
| John E. Stokely            | 32,305,841       | 2,560,845 | 459,781 | 2,300,591           |
| David G. Whalen            | 35,238,160       | 77,745    | 10,562  | 2,300,591           |

Stockholders ratified the retention of Ernst & Young LLP, certified public accountants, as our independent registered public accounting firm for the fiscal year ending December 31, 2019. The final votes were as follows:

## Number of Shares

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 36,835,893 | 780,372 | 10,793  | —                   |

Stockholders approved, on an advisory and non-binding basis, the compensation of our named executive officers (the say-on-pay vote). The final votes were as follows:

## Number of Shares

| For        | Against | Abstain | Broker<br>Non-Votes |
|------------|---------|---------|---------------------|
| 35,171,349 | 140,245 | 14,873  | 2,300,591           |

## Item 7.01 Regulation FD Disclosure.

On May 2, 2019, Pool Corporation issued the press release included herein as Exhibit 99.1.

## Item 9.01 Financial Statements and Exhibits.

## (d) Exhibits

99.1 Press release issued by Pool Corporation on May 2, 2019, announcing additional authorization under the share repurchase program, the declaration of an increased quarterly cash dividend and the voting results of its annual

meeting.

---

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.

POOL  
CORPORATION

By: /s/ Mark W. Joslin  
Mark W. Joslin  
Senior Vice  
President and Chief  
Financial Officer

Dated: May 2, 2019