

Heritage-Crystal Clean, Inc.
Form 8-K
May 04, 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 1, 2018

HERITAGE-CRYSTAL CLEAN, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

001-33987

26-0351454

(State or other jurisdiction of Incorporation) (Commission file number) (I.R.S. Employer Identification Number)

2175 Point Boulevard, Suite 375, Elgin, IL 60123
(Address of Principal Executive Offices) (Zip Code)

(847) 836-5670

(Registrant's telephone number, including area code)

(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 (§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 May 1, 2018, Heritage-Crystal Clean, Inc. (the “Company”) held its 2018 Annual Meeting of Shareholders (the “Annual Meeting”), pursuant to notice duly given. The proposal to ratify the appointment of Grant Thornton LLP was a routine matter and, therefore, there were no broker non-votes relating to that matter. The results of the voting for each of these proposals were as follows:

1. Election of Class I Directors.

| Election of Class I Directors | For | Withheld | Broker Non-Votes |
|-------------------------------|------------|----------|------------------|
| Fred Fehsenfeld Jr. | 14,106,752 | 588,102 | 6,198,209 |
| Jim Schumacher | 14,302,833 | 392,021 | 6,198,209 |

Each director nominee was duly elected to serve until the Annual Meeting of Stockholders in 2021 or until the director's successor has been duly elected and qualified, or until the earlier of the director's death, resignation, or retirement.

2. To ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 29, 2018.

| For | Against | Abstain |
|------------|---------|---------|
| 20,851,975 | 28,638 | 12,450 |

Shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year ending December 29, 2018.

3. Approval on an advisory basis of the named executive officer compensation for fiscal 2017.

| For | Against | Abstain | Broker Non-votes |
|------------|-----------|---------|------------------|
| 10,192,100 | 4,306,033 | 196,721 | 6,198,209 |

Shareholders approved named executive officer compensation for the fiscal year ending December 30, 2017.

SIGNATURE

Pursuant to the requirements 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, thereunto duly authorized.

HERITAGE-CRYSTAL CLEAN, INC.
 Date: May 4, 2018 By: /s/ Mark DeVita
 Title: Chief Financial Officer