

Quanex Building Products CORP  
Form 8-K  
March 05, 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**

**March 1, 2018**

**(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.)**

**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 2.02. Results of Operations and Financial Condition.**

On March 5, 2018, Quanex Building Products Corporation (the Registrant) issued a press release announcing its results of operations and financial condition for the fiscal quarter ended January 31, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

On March 1, 2018, the Company held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on January 26, 2018, to the Company's stockholders of record as of January 10, 2018. There were 35,070,482 shares of common stock entitled to vote at the meeting, and a total of 33,496,593 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, four directors were elected for terms expiring at the Company's 2019 Annual Meeting, with the following tabulation of votes for each nominee:

| Director Nominee  | Votes      |         |         | Broker Non-Votes | Percent of Shares Cast in Favor * |
|-------------------|------------|---------|---------|------------------|-----------------------------------|
|                   | Votes For  | Against | Abstain |                  |                                   |
| Robert R. Buck    | 31,675,328 | 818,719 | 12,285  | 990,261          | 97.48%                            |
| Susan F. Davis    | 32,098,854 | 396,548 | 10,930  | 990,261          | 98.78%                            |
| Joseph D. Rupp    | 32,075,924 | 416,452 | 13,956  | 990,261          | 98.72%                            |
| Curtis M. Stevens | 32,134,613 | 359,269 | 12,450  | 990,261          | 98.89%                            |

\* 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, 2018;

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

| Proposal  | Votes      |         |         | Broker Non-Votes | Percent of Shares Cast in Favor * |
|---|------------|---------|---------|------------------|-----------------------------------|
|   | Votes For  | Against | Abstain |                  |                                   |
| Advisory Vote to Approve Executive Compensation | 32,053,722 | 364,089 | 88,521  | 990,261          | 98.88%                            |
| Ratification of Company's Independent Auditor   | 33,444,077 | 30,540  | 14,993  | 6,983            | 99.91%                            |

\* *Excludes Abstentions and Broker Non-Votes*

**Item 7.01 Regulation FD Disclosure.**

On March 5, 2018, the Registrant issued a press release announcing that the Board had declared a quarterly cash dividend of \$0.04 per share of common stock, payable on March 29, 2018, to stockholders of record on March 15, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

\* 99.1 Press Release dated March 5, 2018

\* Filed herewith.

**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)

**March 5, 2018**

(Date)

/s/ KEVIN P. DELANEY

Kevin P. Delaney

*Senior Vice President General Counsel and*

*Secretary*