

STARRETT L S CO  
Form 8-K  
October 20, 2017

**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**

**October 18, 2017**

**Date of Report (Date of earliest event reported)**

**THE L.S. STARRETT COMPANY**

**(Exact name of Registrant as specified in its charter)**

<b>Massachusetts</b>	<b>1-367</b>	<b>04-1866480</b>
<b>(State or other jurisdiction</b>	<b>(Commission</b>	<b>(I.R.S. Employer</b>
<b>of incorporation)</b>	<b>File</b>	<b>Identification No.)</b>
	<b>Number)</b>	

**121 Crescent Street**

**01331**

**Athol, Massachusetts**  
**(Address of principal**  
**executive offices)**

**(Zip Code)**

**(978) 249-3551**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(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 a 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.

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

The Annual Meeting was held on October 18, 2017. Proxies for the Annual Meeting were solicited by the Board pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition to the Board's solicitation. There were 6,219,238 A shares and a combined total of 13,864,688 A & B shares entitled to vote at the Annual Meeting. A total of 5,837,050 A shares and a combined total of 11,361,040 A & B shares were represented at the Annual Meeting in person or by proxy. The final votes on the proposals presented at the meeting were as follows:

*Proposal No. 1 – Election of Directors*

Thomas J. Riordan was elected as a director by the class A shareholders to hold office until the 2020 Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or, if sooner, until his death, resignation, or removal, by the following vote:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Uncast</u>
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Thomas J. Riordan	4,603,562	234,132	999,356
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Russell D. Carreker and Christopher C. Gahagan were elected as directors by the class A & B shareholders to hold office until the 2020 Annual Meeting of Stockholders and until their successors have been duly elected and qualified, or, if sooner, until each director's death, resignation, or removal, by the following vote:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Uncast</u>
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Russell D. Carreker	10,005,840	328,474	1,026,726
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Christopher C. Gahagan 10,000,232,334,082 1,026,726

*Proposal No. 2 – Non-Binding Advisory Vote on the Compensation of the Company’s Named Executive Officers*

The Company’s class A & B stockholders approved on a non-binding, advisory basis, the compensation paid to the Company’s named executive officers, by the following vote:

**For**      **Against** **Abstain** **Uncast**

9,359,624 403,759 598,301 999,356

*Proposal No. 3 – Non-Binding Advisory Vote on the Frequency of Holding Future Non-Binding Advisory Votes on the Compensation of the Company’s Named Executive Officers*

The Company’s class A & B stockholders approved on a non-binding, advisory basis, the frequency of three years for holding future non-binding, advisory votes on the compensation paid to the Company’s named executive officers, by the following vote:

**One Year** **Two Years** **Three Years** **Abstain** **Uncast**

2,284,621 425,523 7,204,575 413,638 1,032,683

Based on these voting results, the Board has determined that it will hold a non-binding, advisory vote on the compensation paid to the Company’s named executive officers every three years until the next required stockholder vote on the frequency of non-binding, advisory votes on the compensation paid to the Company’s named executive officers.



*Proposal No. 4 – Approval of The L. S. Starrett Company 2017 Employee’s Stock Purchase Plan*

The Company’s class A & B stockholders approved the adoption of The L. S. Starrett Company 2017 Employees’ Stock Purchase Plan, by the following vote:

**For**            **Against Abstain Uncast**

10,128,977 65,743    166,964 999,356

*Proposal No. 5 – Re-approval of the material terms of the performance goals under The L. S. Starrett Company 2012 Long-Term Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code*

The Company’s class A & B stockholders re-approved the material terms of the performance goals under The L. S. Starrett Company 2012 Long-Term Incentive Plan for purposes of Section 162(m) of the Internal Revenue Code, by the following vote:

**For**            **Against Abstain Uncast**

9,835,490 141,705 384,489 999,356

*Proposal No. 6 – Ratification of Selection of Independent Registered Public Accounting Firm*

The Company’s class A & B stockholders ratified the selection by the Audit Committee of the Board of Grant Thornton as the Company’s independent registered public accounting firm for the fiscal year ending June 30, 2018, by the following vote:

**For**      **Against Abstain**

11,002,276 177,141 181,623

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**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.

Date: October 20, 2017     **THE L.S. STARRETT COMPANY**

By: /s/ Douglas A. Starrett

Name: Douglas A. Starrett

Title: President and Chief Executive Officer