

TRINITY INDUSTRIES INC
Form 8-K
May 03, 2016

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, 2016

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------|---|
| Delaware | 1-6903 | 75-0225040 |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (I.R.S. Employer Identification No.) |
| 2525 N. Stemmons Freeway, Dallas, Texas | | 75207-2401 |
| (Address of principal executive offices) | | (Zip Code) |

Registrant's telephone number, including area code: 214-631-4420
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))

Item 5.07 Submission of Matters to a Vote of Security Holders

On May 2, 2016, Trinity Industries, Inc. (the "Company") held its 2016 Annual Meeting of Stockholders at which the Company's stockholders voted on the following three proposals, and cast their votes as described below.

Proposal 1 - Election of Directors

The stockholders elected eleven (11) directors for a one year term, as follows:

| Nominee | For | Withheld | Broker Non-Votes |
|---------------------|------------|------------|------------------|
| John L. Adams | 95,123,027 | 2,676,680 | 31,495,102 |
| Rhys J. Best | 95,409,397 | 2,390,310 | 31,495,102 |
| David W. Biegler | 95,125,141 | 2,674,566 | 31,495,102 |
| Antonio Carrillo | 93,806,797 | 3,992,910 | 31,495,102 |
| Leldon E. Echols | 93,883,060 | 3,916,647 | 31,495,102 |
| Ronald J. Gafford | 94,921,342 | 2,878,365 | 31,495,102 |
| Adrian Lajous | 96,836,087 | 963,620 | 31,495,102 |
| Charles W. Matthews | 87,786,774 | 10,012,933 | 31,495,102 |
| Douglas L. Rock | 96,760,642 | 1,039,065 | 31,495,102 |
| Dunia A. Shive | 96,911,139 | 888,568 | 31,495,102 |
| Timothy R. Wallace | 94,478,643 | 3,321,064 | 31,495,102 |

Proposal 2 - Advisory Vote to Approve Named Executive Officer Compensation

The stockholders approved, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement dated April 1, 2016, including the Compensation Discussion and Analysis, the compensation tables, and the narrative discussion related thereto, by the following vote:

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 94,172,421 | 3,024,651 | 602,635 | 31,495,102 |

Proposal 3 - Ratification of Appointment of Independent Registered Public Accounting Firm for the Year Ending December 31, 2016

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016, by the following vote:

| For | Against | Abstentions |
|-------------|-----------|-------------|
| 127,633,390 | 1,139,914 | 521,505 |

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.

Trinity Industries, Inc.

May 3, 2016 By: /s/ James E. Perry

Name: James E. Perry

Title: Senior Vice President and Chief Financial Officer