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Mueller Water Products, Inc.
Form 8-K
January 24, 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): January 23, 2019

MUELLER WATER PRODUCTS, INC.
(Exact Name of Registrant as Specified in Its Charter)
Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

0001-32892
(Commission File
Number)

20-3547095
(I.R.S. Employer Identification
Number)

1200 Abernathy Road, Suite 1200
Atlanta, Georgia 30328
(Address of Principal Executive Offices)

(770) 206-4200
(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 o
company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying o 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.

The Company held its annual meeting of stockholders on January 23, 2019. The stockholders of the Company voted on the following three items:

1. The election of nine directors to terms ending in 2020.
2. An advisory resolution on the compensation of the Company's named executive officers.
3. The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2019.

Proposal 1. Each of the returning directors listed below was re-elected, and Dr. Christine Ortiz was elected, as a director of the Company. The nominees for director were elected based on the following votes.

| Director | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|-------------|---------------|-------------|------------------|
| Shirley C. Franklin | 129,176,669 | 589,393 | 92,627 | 16,555,795 |
| J. Scott Hall | 126,216,000 | 3,543,351 | 99,338 | 16,555,795 |
| Thomas J. Hansen | 129,366,945 | 393,325 | 98,419 | 16,555,795 |
| Jerry W. Kolb | 125,897,435 | 3,867,728 | 93,526 | 16,555,795 |
| Mark J. O'Brien | 126,067,331 | 3,692,042 | 99,316 | 16,555,795 |
| Christine Ortiz | 129,371,542 | 395,158 | 91,989 | 16,555,795 |
| Bernard G. Rethore | 125,899,890 | 3,859,735 | 99,064 | 16,555,795 |
| Lydia W. Thomas | 125,998,320 | 3,767,334 | 93,035 | 16,555,795 |
| Michael T. Tokarz | 126,059,228 | 3,696,987 | 102,474 | 16,555,795 |

Proposal 2. The proposal to approve, on an advisory basis, the compensation of the Company's named executive officers received the following votes.

| | |
|------------------------|-------------|
| Votes for approval | 125,640,164 |
| Votes against approval | 3,943,662 |
| Abstentions | 274,863 |
| Broker Non-Votes | 16,555,795 |

Proposal 3. The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal 2019 received the following votes.

| | |
|------------------------|-------------|
| Votes for approval | 142,301,996 |
| Votes against approval | 3,949,699 |
| Abstentions | 162,789 |

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.

Dated: January 24, 2019 MUELLER WATER
PRODUCTS, INC.

By: /s/ Steven S. Heinrichs
Steven S. Heinrichs
Executive Vice
President, Chief Legal
and Compliance Officer
and Secretary