

ALAMO GROUP INC
Form 8-K
May 03, 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): May 2, 2019

Alamo Group Inc.
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| State of Delaware | 0-21220 | 74-1621248 |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

1627 E.
Walnut,
Seguin,
Texas

(Address of
Registrant's
principal
executive
offices,
including zip
code)

78155

(Zip
Code)

1627 E. Walnut Seguin, Texas 78155
(Address of Principal executive offices)

(830)
379-1480

Registrant's
telephone
number,
including
area code:

Edgar Filing: ALAMO GROUP INC - Form 8-K

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 2, 2019, Alamo Group Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). The matters listed below were submitted to a vote of the stockholders through the solicitation of proxies, and the proposals are described in detail in the Company’s proxy statement filed with the Securities and Exchange Commission on March 15, 2019.

Set forth below, with respect to each proposal, are the number of votes cast for or against, the number of abstentions and the number of broker non-votes:

Proposal 1 - Election of directors

The majority of stockholders approved the election of all seven of the nominees for director to serve until the next Annual Meeting or until their successors are duly elected and qualified. The voting results were as follows:

| | For | Against | Abstain | Broker Non-Votes |
|--------------------|------------|---------|---------|---------------------|
| Roderick R. Baty | 10,866,228 | 40,735 | 4,401 | 431,125 |
| Robert P. Bauer | 10,815,444 | 91,519 | 4,401 | 431,125 |
| Eric P. Etchart | 10,776,609 | 130,040 | 4,415 | 431,125 |
| David W. Grzelak | 10,449,284 | 457,665 | 4,415 | 431,125 |
| Tracy C. Jokinen | 10,820,024 | 87,028 | 4,312 | 431,125 |
| Richard W. Parod | 10,854,365 | 52,598 | 4,401 | 431,125 |
| Ronald A. Robinson | 10,866,114 | 40,835 | 4,415 | 431,125 |

Proposal 2 - Advisory vote on compensation of named executive officers

The stockholders approved, on an advisory, non-binding basis, the compensation of our named executive officers as described in our Proxy Statement, by the votes set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 10,673,435 | 220,753 | 17,176 | 431,125 |

Proposal 3 - Proposal for the approval of the Company's 2019 Equity Incentive Plan

The stockholders approved, the Company's 2019 Equity Incentive Plan described in our Proxy Statement, by the votes set forth in the table below:

| For | Against | Abstain | Broker |
|-----|---------|---------|--------|
|-----|---------|---------|--------|

Edgar Filing: ALAMO GROUP INC - Form 8-K

| | | | Non-Votes |
|-----------|-----------|-------|-----------|
| 7,646,053 | 3,260,792 | 4,519 | 431,125 |

Proposal 4 - Ratification of appointment of KPMG LLP as independent auditor for fiscal year 2019

The appointment of KPMG LLP to serve as the Company's independent auditor for the fiscal year ending December 31, 2019 was ratified. The voting results were as follows:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|---------------------|
| 11,194,027 | 141,563 | 6,899 | — |

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 authorized officer.

Alamo Group Inc.

Date: /s/ Edward T.
May 3, By: Rizzuti
2019

Edward T.
Rizzuti,
Vice President,
General Counsel
and Secretary