

MSC INDUSTRIAL DIRECT CO INC  
Form 8-K  
January 26, 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

Date of Report (Date of earliest event reported): January 26, 2017

MSC Industrial Direct Co., Inc.

(Exact Name of Registrant as Specified in Its Charter)

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(State or other jurisdiction of (Commission File Number) (IRS Employer Identification No.)  
incorporation)

75 Maxess Road, 11747  
Melville, New  
York  
(Address of (Zip  
principal executive Code)  
offices)

Registrant's telephone  
number, including area  
code: (516) 812-2000

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.

(a) and (b)

On January 26, 2017, MSC Industrial Direct Co., Inc. (the “Company”) held its 2017 Annual Meeting of Shareholders (the “Annual Meeting”). A brief description of the matters voted upon at the Annual Meeting and the results of the voting on such matters is set forth below. On all matters (including the election of directors) submitted to a vote of the Company’s shareholders, the Company’s Class A common stock and Class B common stock vote together as a single class, with each holder of Class A common stock entitled to one vote per share of Class A common stock and each holder of Class B common stock entitled to ten votes per share of Class B common stock. Broker non-votes and abstentions are not considered votes cast at the Annual Meeting and are not counted for any purpose in determining whether a matter has been approved.

## 1. Election of directors to serve for one-year terms:

| Nominee           | Votes Cast For | Votes Withheld | Broker Non-Votes | Percentage of Votes Cast For |
|-------------------|----------------|----------------|------------------|------------------------------|
| Jonathan Byrnes   | 157,425,222    | 246,254        | 2,816,226        | 99.8%                        |
| Roger Fradin      | 154,197,922    | 3,473,554      | 2,816,226        | 97.8%                        |
| Erik Gershwind    | 156,975,388    | 696,088        | 2,816,226        | 99.6%                        |
| Louise Goeser     | 157,086,247    | 585,229        | 2,816,226        | 99.6%                        |
| Mitchell Jacobson | 156,891,559    | 779,917        | 2,816,226        | 99.5%                        |
| Michael Kaufmann  | 157,082,328    | 589,148        | 2,816,226        | 99.6%                        |
| Denis Kelly       | 157,254,221    | 417,255        | 2,816,226        | 99.7%                        |
| Steven Paladino   | 157,083,111    | 588,365        | 2,816,226        | 99.6%                        |
| Philip Peller     | 157,230,754    | 440,722        | 2,816,226        | 99.7%                        |

Each of the nominees was re-elected by the Company’s shareholders to serve on the board of directors for a one-year term expiring at the Company’s 2018 Annual Meeting of Shareholders, and until their respective successors have been elected, or until their earlier resignation or removal.

2. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for fiscal year 2017:

| Votes Cast For | Votes Cast Against | Abstentions | Percentage of<br>Votes Cast For |
|----------------|--------------------|-------------|---------------------------------|
| 160,307,418    | 166,146            | 14,138      | 99.9%                           |

Proposal No. 2 was approved by the Company's shareholders.

3. Approval, on an advisory basis, of the compensation of the Company's named executive officers:

| Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes | Percentage<br>of<br>Votes Cast<br>For |
|----------------|--------------------|-------------|------------------|---------------------------------------|
| 155,960,504    | 1,678,037          | 32,935      | 2,816,226        | 98.9%                                 |

Proposal No. 3, an advisory vote, was approved by the Company's shareholders.

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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.

MSC INDUSTRIAL DIRECT CO., INC.

Date: January 26, 2017 By: /s/ Rustom Jilla  
Name: Rustom Jilla  
Title: Executive Vice President and Chief  
Financial Officer

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