

EMCOR GROUP INC
Form 8-K
June 01, 2018

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): June 1, 2018
EMCOR Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-8267 11-2125338
(Commission File Number) (I.R.S. Employer Identification No.)

301 Merritt Seven, Norwalk, CT 06851-1092
(Address of Principal Executive Offices) (Zip Code)

(203) 849-7800

(Registrant's Telephone Number, Including Area Code)

N/A

(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 (see General Instruction A.2. below):

- 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers.

On June 1, 2018, Mr. Stephen W. Bershad retired as a director of EMCOR Group, Inc. (the "Company") pursuant (b) to the Company's Director Retirement Policy. Mr. Bershad had also served as Chairman of the Board of Directors of the Company.

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

On June 1, 2018 at the 2018 Annual Meeting of Stockholders of EMCOR Group, Inc. (the "Company"), the stockholders of the Company voted on the following four items:

1. To elect eleven directors to serve until the Company's next Annual Meeting of Stockholders and until their successors are duly elected and qualified.
2. To consider a non-binding advisory resolution approving executive compensation.
3. To ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2018.
4. To consider a shareholder proposal regarding special shareholder meetings.

The results were as follows:

Proposal 1. The nominees for director were elected based upon the following votes:

| <u>Nominee</u> | <u>Shares For</u> | <u>Shares Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|--------------------------|-------------------|-----------------------|--------------------|-----------------------------|
| John W. Altmeyer | 49,488,904 | 1,856,031 | 10,731 | 2,193,204 |
| David A.B. Brown | 49,271,748 | 2,073,302 | 10,616 | 2,193,204 |
| Anthony J. Guzzi | 50,934,589 | 411,991 | 9,086 | 2,193,204 |
| Richard F. Hamm, Jr. | 47,300,503 | 4,044,430 | 10,733 | 2,193,204 |
| David H. Laidley | 50,344,640 | 1,000,296 | 10,730 | 2,193,204 |
| Carol P. Lowe | 51,041,941 | 303,304 | 10,421 | 2,193,204 |
| M. Kevin McEvoy | 50,116,267 | 1,228,783 | 10,616 | 2,193,204 |
| William P. Reid | 50,974,568 | 369,978 | 11,120 | 2,193,204 |
| Jerry E. Ryan | 49,904,260 | 1,441,036 | 10,370 | 2,193,204 |
| Steven B. Schwarzwaelder | 50,117,081 | 1,227,852 | 10,733 | 2,193,204 |
| Michael T. Yonker | 49,828,018 | 1,516,986 | 10,662 | 2,193,204 |

All of the Company's incumbent directors standing for election were re-elected.

On May 31, 2018, the independent members of the Board of Directors elected Mr. Anthony J. Guzzi, our President and Chief Executive Officer, as Chairman of the Board of Directors of the Company, effective after and contingent upon his re-election as a director at the 2018 Annual Meeting of Stockholders. Following the Annual Meeting of Stockholders, the independent members of the Board of Directors elected Mr. M. Kevin McEvoy as the independent Lead Director of the Board of Directors of the Company.

Edgar Filing: EMCOR GROUP INC - Form 8-K

Proposal 2. The proposal for stockholders to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers was approved based upon the following votes:

| | |
|-------------------|------------|
| Shares For | 47,223,120 |
| Shares Against | 4,117,613 |
| Shares Abstaining | 14,933 |
| Broker Non-Votes | 2,193,204 |

Proposal 3. The proposal for stockholders to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for 2018 was approved based upon the following votes:

| | |
|-------------------|------------|
| Shares For | 52,138,257 |
| Shares Against | 1,402,064 |
| Shares Abstaining | 8,549 |

There were no broker non-votes on this item.

Proposal 4. The proposal for stockholders to consider a proposal requiring the Board of Directors of the Company to take steps to permit holders in the aggregate of 10% of the Company's common stock to call special shareholder meetings was not approved, based upon the following votes:

| | |
|-------------------|------------|
| Shares For | 20,415,749 |
| Shares Against | 30,917,254 |
| Shares Abstaining | 22,663 |
| Broker Non-Votes | 2,193,204 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

EMCOR GROUP, INC.

Date: June 1, 2018 By: /s/ Maxine L. Mauricio
Name: Maxine L. Mauricio
Title: Senior Vice President,
General Counsel and
Secretary