

STEEL DYNAMICS INC  
Form 8-K  
May 22, 2013

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## 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 22, 2013 (May 16, 2013)**

## STEEL DYNAMICS, INC.

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**0-21719**  
(Commission File Number)

**35-1929476**  
(IRS Employer  
Identification No.)

**7575 W. Jefferson Blvd., Fort Wayne, Indiana 46804**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **260-969-3500**

**Not Applicable**

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(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))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

Steel Dynamics, Inc. held its Annual Meeting of Stockholders on May 16, 2013. Of the 220,254,783 shares of common stock issued and outstanding as of the record date on March 18, 2013, 198,041,952 shares were present, in person or by proxy, thus constituting a quorum of 89.91% of the total shares outstanding and entitled to vote.

At the meeting, stockholders elected all eleven of the directors nominated by the Board of Directors, to serve for a term of one year and until their successors are duly elected and qualified; approved the Steel Dynamics, Inc. 2013 Executive Incentive Compensation Plan; ratified the appointment of Ernst & Young LLP independent registered public accounting firm as Steel Dynamics, Inc.'s auditors for the year ending December 31, 2013; and approved, by an advisory vote, executive compensation for 2012.

Set forth below are the final share voting results for each of the proposals.

- (1) Election of eleven (11) director nominees for a one-year term.

| Director              | Votes For   | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------|----------------|------------------|
| Mark D. Millett       | 157,598,127 | 23,138,182     | 17,305,643       |
| Richard P. Teets, Jr. | 149,976,868 | 30,759,441     | 17,305,643       |
| John C. Bates         | 124,564,721 | 56,171,588     | 17,305,643       |
| Keith E. Busse        | 146,596,761 | 34,139,548     | 17,305,643       |
| Frank D. Byrne, M.D.  | 158,393,054 | 22,343,255     | 17,305,643       |
| Traci M. Dolan        | 164,517,437 | 16,218,872     | 17,305,643       |
| Paul B. Edgerley      | 169,970,728 | 10,765,581     | 17,305,643       |
| Dr. Jürgen Kolb       | 163,953,389 | 16,782,920     | 17,305,643       |
| James C. Marcuccilli  | 158,481,414 | 22,254,895     | 17,305,643       |
| Gabriel L. Shaheen    | 163,769,690 | 16,966,619     | 17,305,643       |
| James A. Trethewey    | 170,217,226 | 10,519,083     | 17,305,643       |

- (2) Proposal to approve the Steel Dynamics, Inc. 2013 Executive Incentive Compensation Plan.

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 156,845,606 | 23,237,495    | 653,208     | 17,305,643       |

- (3) Proposal to ratify the appointment of Ernst & Young LLP independent registered accounting firm as Steel Dynamics, Inc.'s auditors for the year ending December 31, 2013.

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| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 182,114,892      | 15,845,190           | 81,870             |                         |

(4) Proposal to approve, by an advisory vote, named executive officer compensation for 2012.

| <b>Votes For</b> | <b>Votes Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|------------------|----------------------|--------------------|-------------------------|
| 158,966,547      | 21,132,370           | 637,392            | 17,305,643              |

**SIGNATURE**

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 hereto duly authorized.

STEEL DYNAMICS, INC.

/s/Theresa E. Wagler

By: Theresa E. Wagler

Title: Chief Financial Officer

Date: May 22, 2013