

Mistras Group, Inc.  
Form 8-K  
October 23, 2014

**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): **October 21, 2014**

**Mistras Group, Inc.**

(Exact name of registrant as specified in its charter)

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

**001- 34481**  
(Commission  
File Number)

**22-3341267**  
(IRS Employer  
Identification No.)

**195 Clarksville Road**  
**Princeton Junction, New Jersey**  
(Address of principal executive offices)

**08550**  
(Zip Code)

Registrant's telephone number, including area code: **(609) 716-4000**

**Not Applicable**  
(Former name or former address, if changed since last report)

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

The Company held its 2014 annual shareholders meeting on October 21, 2014. Shareholders elected the seven nominees to the Board of Directors for one-year terms, ratified the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015 and approved the Company's executive compensation programs. These were the only matters voted upon at the meeting. The voting results are as follows.

1. The seven nominees for election to the Board of Directors were elected based upon the following votes:

Nominee	Votes For	Withheld	Broker Non-votes
James J. Forese	23,776,813	103,743	2,429,275
Richard H. Glanton	22,969,341	911,215	2,429,275
Michael J. Lange	22,771,814	1,108,742	2,429,275
Ellen T. Ruff	23,212,533	668,023	2,429,275
Manuel N. Stamatakis	22,554,099	1,326,457	2,429,275
Sotirios J. Vahaviolos	22,733,820	1,146,736	2,429,275
W. Curtis Weldon	23,830,872	49,684	2,429,275

2. The appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal year 2015 was ratified based upon the following votes:

	Number of Votes
Votes for ratification	26,274,420
Votes against	35,411
Abstentions	

There were no broker non-votes for this item.

3. The advisory vote on the Company's executive compensation was approved based upon the following votes:

	Number of Votes
Votes for approval	21,920,878
Votes against	1,894,276
Abstentions	65,402
Broker Non-votes	2,429,275

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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 hereunto duly authorized.

MISTRAS GROUP, INC.

Date: October 23, 2014

By: /s/ Michael C. Keefe  
Name: Michael C. Keefe  
Title: Executive Vice President, General  
Counsel and Secretary