

SYPRIS SOLUTIONS INC  
Form 8-K  
May 01, 2014

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**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): 05/01/2014**

**Sypris Solutions, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 0-24020**

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

**61-1321992**  
(IRS Employer  
Identification No.)

**101 Bullitt Lane, Suite 450, Louisville, KY 40222**  
(Address of principal executive offices, including zip code)

**502-329-2000**  
(Registrant's telephone number, including area code)

(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**

The regular Annual Meeting of Stockholders of Sypris Solutions, Inc. was held in Louisville, Kentucky on April 29, 2014, for the purpose of voting on the proposals described below. Proxies for the meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934 and there was no solicitation in opposition to management's nominees for directors. The total number of shares of common stock outstanding as of March 7, 2014, the record date of the Annual Meeting of Stockholders, was 20,377,418.

Matters submitted to stockholders at the meeting and the voting results thereof were as follows:

Election of Directors. The stockholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until the 2017 Annual Meeting of Stockholders and until their successors are duly elected and qualified. The following is a breakdown of the voting results:

DIRECTOR	FOR	WITHHELD	BROKER NON-VOTES
Gary L. Convis	16,229,306	345,309	0
William G. Ferko	16,229,151	345,464	0
Jeffrey T. Gill	16,222,446	352,169	0
Sidney R. Petersen	16,149,004	425,611	0

Advisory Vote on Named Executive Officer Compensation. The stockholders of the Company approved an advisory resolution approving the compensation of the Company's named executive officers as disclosed in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 25, 2014 (the "Proxy Statement"). The following is a breakdown of the voting results:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
16,220,066	328,478	26,071	0

**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.

Sypris Solutions, Inc.

Date: May 01, 2014

By: /s/ John R. McGeeney

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 John R. McGeeney  
 Vice President, General Counsel & Secretary