

Woodward, Inc.  
Form 8-K  
January 25, 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: January 24, 2018**

**(Date of earliest event reported)**

**Woodward, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**000-8408**  
**(Commission**  
**File Number)**

**36-1984010**  
**(IRS Employer**  
**Identification Number)**

**1081 Woodward Way, Fort Collins, Colorado**  
**(Address of principal executive offices)**

**80524**  
**(Zip Code)**

**970-482-5811**

**(Registrant's telephone number, including area code)**

**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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On January 24, 2018, Woodward, Inc. (the Company) held its 2017 Annual Meeting of Stockholders (the 2017 Annual Meeting). The stockholders considered four proposals, each of which is described more fully in the Company's proxy statement for the 2017 Annual Meeting. Set forth below are the final voting results on each matter submitted to a vote of the Company's stockholders for the 2017 Annual Meeting.

Proposal 1. Election of three directors for a three-year term to hold office until the Company's 2020 Annual Meeting to be held in or about January 2021:

|                   | <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|-------------------|------------|----------------|----------------|-------------------------|
| Thomas A. Gendron | 48,206,602 | 1,730,556      | 57,816         | 6,856,764               |
| Daniel G. Korte   | 49,380,324 | 517,180        | 97,470         | 6,856,764               |
| Ronald M. Sega    | 49,281,815 | 629,532        | 83,626         | 6,856,765               |

Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for fiscal year ending September 30, 2018:

|                |            |
|----------------|------------|
| <b>For</b>     | 55,487,874 |
| <b>Against</b> | 1,268,609  |
| <b>Abstain</b> | 95,255     |

Proposal 3. Advisory resolution regarding the compensation of the Company's named executive officers:

|                         |            |
|-------------------------|------------|
| <b>For</b>              | 47,518,934 |
| <b>Against</b>          | 2,040,776  |
| <b>Abstain</b>          | 435,261    |
| <b>Broker Non-Votes</b> | 6,856,767  |

Proposal 4. Proposal for the approval of the Amended and Restated Woodward, Inc. 2017 Omnibus Incentive Plan:

|                         |            |
|-------------------------|------------|
| <b>For</b>              | 45,836,378 |
| <b>Against</b>          | 3,752,702  |
| <b>Abstain</b>          | 405,891    |
| <b>Broker Non-Votes</b> | 6,856,767  |

Pursuant to the foregoing, the three nominees were each elected to serve on the Company's Board of Directors and Proposals 2-4 were each approved. As previously reported, pursuant to an advisory resolution based on a vote held at the Company's 2016 Annual Meeting of Stockholders, stockholders representing more than a majority of the votes cast recommended that the Company hold votes on future advisory resolutions on executive compensation on an annual basis. In light of these voting results and other factors, the Board of Directors of the Company has elected to include in the Company's proxy materials a non-binding advisory resolution on executive compensation on an annual basis unless and until it determines otherwise.

**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.

Dated: January 25, 2018

**WOODWARD, INC.**

By: /s/ A. Christopher Fawzy  
A. Christopher Fawzy  
*Corporate Vice President, General Counsel,  
Corporate Secretary and Chief Compliance Officer*