

PIPER JAFFRAY COMPANIES
Form 8-K
May 08, 2014

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

May 7, 2014
Date of report (Date of earliest event reported)

PIPER JAFFRAY COMPANIES
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--------------------------------------|-------------------------------------|----------------------------------------------------|
| Delaware (State of Incorporation) | 1-31720 (Commission File Number) | 30-0168701 (I.R.S. Employer Identification No.) |
|--------------------------------------|-------------------------------------|----------------------------------------------------|

| | |
|-----------------------------------------------------------------------------------------------------|---------------------|
| 800 Nicollet Mall, Suite 1000 Minneapolis, Minnesota (Address of Principal Executive Offices) | 55402 (Zip Code) |
|-----------------------------------------------------------------------------------------------------|---------------------|

(612) 303-6000
(Registrant's Telephone Number, Including Area Code)

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):

- 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))

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

The Company's 2014 annual meeting of shareholders was held on May 7, 2014. The holders of 13,961,670 shares (a) of common stock, 85.83 percent of the outstanding shares entitled to vote as of the record date, were represented at the meeting in person or by proxy.

(b) At the annual meeting, Andrew S. Duff, William R. Fitzgerald, B. Kristine Johnson, Addison L. Piper, Lisa K. Polsky, Philip E. Soran, Scott C. Taylor and Michele Volpi were elected as directors to serve a one-year term expiring at the annual meeting of shareholders in 2015. The following table shows the vote totals for each of these individuals:

| Name | Votes For | Authority Withheld |
|-----------------------|------------|--------------------|
| Andrew S. Duff | 12,048,616 | 264,558 |
| William R. Fitzgerald | 12,191,261 | 121,913 |
| B. Kristine Johnson | 12,181,053 | 132,121 |
| Addison L. Piper | 12,161,427 | 151,747 |
| Lisa K. Polsky | 12,215,910 | 97,264 |
| Philip E. Soran | 12,157,682 | 155,492 |
| Scott C. Taylor | 12,184,945 | 128,229 |
| Michele Volpi | 12,209,096 | 104,078 |

Broker non-votes for each director totaled 1,648,496.

At the annual meeting, our shareholders also approved the proposal to ratify the selection of Ernst & Young LLP as the independent auditor for 2014. The following table indicates the specific voting results for this proposal:

| Proposal | Votes For | Votes Against | Abstentions |
|--------------------------------------------------------------------------------|------------|---------------|-------------|
| Ratify the selection of Ernst & Young LLP as the independent auditor for 2014. | 13,794,996 | 158,029 | 8,645 |

At the annual meeting, our shareholders also cast an advisory vote to approve the compensation of officers disclosed in the proxy statement, or a "say-on-pay" vote. The following table indicates the specific voting results for this proposal:

| Proposal | Votes For | Votes Against | Abstentions |
|--------------------------------------------------------------------------------------------------------------------------|------------|---------------|-------------|
| Advisory resolution approving the compensation of the officers disclosed in the proxy statement, or a "say-on-pay" vote. | 11,922,192 | 267,571 | 123,411 |

Broker non-votes for each director totaled 1,648,496.

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.

PIPER JAFFRAY COMPANIES

Date: May 8, 2014

By /s/ John W. Geelan
John W. Geelan
General Counsel and Secretary