

UNIVERSAL TECHNICAL INSTITUTE INC  
Form 8-K  
March 03, 2016

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): March 2, 2016  
Universal Technical Institute, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

1-31923

86-0226984

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

16220 North Scottsdale Road, Suite 100, Scottsdale, Arizona

85254

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:  
Not Applicable

623-445-9500

\_\_\_\_\_  
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))

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

The Company held its Annual Meeting of Stockholders on March 2, 2016.

The stockholders elected each of the three nominees as Class III Directors to serve a three-year term ending in 2019, or until the Director's successor is duly elected and qualified:

| Director              | Affirmative Votes | Votes Against | Votes Withheld | Broker Non-Votes |
|-----------------------|-------------------|---------------|----------------|------------------|
| Alan E. Cabito        | 20,757,032        | 331,784       | 4,707          | 2,542,536        |
| Dr. Roderick R. Paige | 20,754,929        | 333,887       | 4,707          | 2,542,536        |
| Kenneth R. Trammell   | 20,757,076        | 331,740       | 4,707          | 2,542,536        |

The stockholders ratified the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending September 30, 2016:

| Affirmative Votes | Votes Against | Votes Withheld |
|-------------------|---------------|----------------|
| 23,604,482        | 20,116        | 11,461         |

Item 8.01 Other Events.

On March 2, 2016, the Board of Directors of the Company approved a quarterly cash dividend of \$0.02 per share on the common stock of the Company, payable on March 31, 2016. The dividend shall be payable to stockholders of record at the close of business on March 21, 2016. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 8.01 of this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The exhibit to this Current Report is listed in the Exhibit Index set forth elsewhere herein.

**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.

Universal Technical Institute, Inc.

March 3, 2016

By: /s/ Chad A Freed

Name: Chad A Freed  
 Title: General Counsel, Executive Vice  
 President of Corporate Development

Exhibit Index

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| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release of Universal Technical Institute, Inc.,<br>dated March 2, 2016 |