

BADGER METER INC  
Form 8-K/A  
August 17, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K/A  
(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

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Date of Report  
(Date of earliest April 28, 2017  
event reported):

Badger Meter, Inc.  
(Exact name of registrant as specified in its charter)

|  |                             |                                      |
|--|-----------------------------|--------------------------------------|
| <u>Wisconsin</u>                                     | <u>1-6706</u>               | <u>39-0143280</u>                    |
| (State or other<br>jurisdiction of<br>incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

4545 W. Brown Deer Rd., Milwaukee, Wisconsin 53223  
(Address of principal executive offices, including zip code)

(414) 355-0400  
(Registrant's telephone number, including area code)

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:

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)

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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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

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The undersigned hereby amends Item 5.07 of the registrant's Current Report on Form 8-K, dated April 28, 2017, to read in its entirety as set forth below for the purpose of disclosing the decision of Badger Meter, Inc. regarding the frequency of shareholder votes on the compensation of executives in light of the advisory vote on this subject at its 2017 Annual Meeting of Shareholders.

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

The Company's 2017 Annual Meeting of Shareholders was held on April 28, 2017. Matters submitted to shareholders at the meeting and the voting results thereof were as follows:

Election of Directors. The shareholders of the Company elected each of the director nominees proposed by the Company's Board of Directors to serve until the 2018 Annual Meeting of Shareholders or until such nominee's successor is duly elected and qualified. The following is a breakdown of the voting results:

| DIRECTOR           | VOTES FOR  | WITHHELD  | NON-VOTES |
|--------------------|------------|-----------|-----------|
| Todd A. Adams      | 22,318,133 | 2,409,996 | 2,262,258 |
| Thomas J. Fischer  | 22,863,787 | 1,864,342 | 2,262,258 |
| Gale E. Klappa     | 23,338,687 | 1,389,442 | 2,262,258 |
| Gail A. Lione      | 23,791,701 | 936,428   | 2,262,258 |
| Richard A. Meeusen | 22,948,797 | 1,779,332 | 2,262,258 |
| Andrew J. Policano | 22,761,363 | 1,966,766 | 2,262,258 |
| James F. Stern     | 24,502,476 | 225,653   | 2,262,258 |
| Glen E. Tellock    | 24,500,465 | 227,664   | 2,262,258 |
| Todd J. Teske      | 21,531,289 | 3,196,840 | 2,262,258 |

Advisory Vote on Executive Compensation. The shareholders of the Company approved, by advisory vote, the compensation of the Company's named executive officers. The following is a breakdown of the voting results:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 22,902,521 | 1,662,031     | 163,577     | 2,262,258 |

Advisory Vote on Frequency of the Advisory Vote on Compensation of Our Named Executive Officers. The following is a breakdown of the voting results on the advisory vote on the frequency of the advisory vote on the compensation of the Company's named executive officers:

| 3 YEAR     | 2 YEAR  | 1 YEAR     | ABSTENTIONS | NON-VOTES |
|------------|---------|------------|-------------|-----------|
| 10,214,572 | 179,990 | 13,817,076 | 516,491     | 2,262,258 |

In light of the results of this vote and other factors, the Board of Directors approved including a non-binding shareholder advisory vote on the compensation of the Company's named executive officers in the Company's proxy materials on an annual basis until the next time the Company must include in its proxy materials a non-binding shareholder advisory vote on how frequently shareholders will vote, on a non-binding, advisory basis, to approve the compensation of the Company's named executive officers, which would be at the Company's 2023 annual meeting of shareholders.



Appointment of Ernst & Young LLP as Independent Registered Public Accounting Firm. The shareholders of the Company ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm. The following is a breakdown of the voting results:

| VOTES FOR  | VOTES AGAINST | ABSTENTIONS | NON-VOTES |
|------------|---------------|-------------|-----------|
| 26,495,735 | 472,085       | 22,567      | N/A       |

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.

BADGER METER, INC.

Date: August 17, 2017 By: /s/ William R. A. Bergum  
William R. A. Bergum  
Vice President - General Counsel and  
Secretary