

TETRA TECH INC  
Form 8-K  
March 04, 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 3, 2016**

**TETRA TECH, INC.**

(Exact name of registrant as specified in its charter)

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

**0-19655**  
(Commission  
File Number)

**95-4148514**  
(IRS Employer  
Identification Number)

**3475 East Foothill Boulevard, Pasadena, California 91107**

(Address of principal executive office, including zip code)

**(626) 351-4664**

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o 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.**

On March 3, 2016, Tetra Tech, Inc. held its annual meeting of stockholders for the following purposes:

- (1) To elect nine members to its Board of Directors;
- (2) To vote on an advisory resolution to approve its executive compensation;
- (3) To approve an amendment to its Employee Stock Purchase Plan;
- (4) To ratify the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for fiscal 2016; and
- (5) To act upon such other matters as may properly come before the meeting or any adjournments or postponements thereof.

The votes cast in connection with such matters were as follows:

**Election of Directors:**

| <b>Name</b>          | <b>For</b> | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|----------------------|------------|-----------------|-------------------------|
| Dan L. Batrack       | 46,076,718 | 3,571,786       | 4,148,117               |
| Hugh M. Grant        | 47,912,240 | 1,736,264       | 4,148,117               |
| Patrick C. Haden     | 45,555,241 | 4,093,263       | 4,148,117               |
| J. Christopher Lewis | 47,975,946 | 1,672,558       | 4,148,117               |
| Kimberly E. Ritrievi | 48,567,219 | 1,081,285       | 4,148,117               |
| Albert E. Smith      | 46,162,804 | 3,485,700       | 4,148,117               |
| J. Kenneth Thompson  | 43,755,154 | 5,893,350       | 4,148,117               |
| Richard H. Truly     | 48,374,842 | 1,273,662       | 4,148,117               |
| Kirsten M. Volpi     | 46,215,495 | 3,443,009       | 4,148,117               |

**Advisory Resolution Regarding Executive Compensation:**

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| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 19,790,654 | 29,776,883 | 80,967  | 4,148,117        |

**Amendment to Employee Stock Purchase Plan:**

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 49,278,449 | 330,127 | 39,928  | 4,148,117        |

**Appointment of PricewaterhouseCoopers LLP:**

| For        | Against | Abstain | Broker Non-Votes(1) |
|------------|---------|---------|---------------------|
| 53,021,677 | 739,612 | 35,332  |                     |

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(1) This proposal constituted a routine matter. Therefore, brokers were permitted to vote without receipt of instructions from beneficial owners.

The Compensation Committee has noted the results of voting on the advisory resolution regarding executive compensation. During fiscal 2016, the Compensation Committee will

continue to review best practices for executive compensation, evaluate the vote results at the 2016 Annual Meeting, and address stockholder concerns.

**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.

TETRA TECH, INC.

Date: March 4, 2016

By: /S/ DAN L. BATRACK  
Dan L. Batrack  
Chairman and Chief Executive Officer