

TETRA TECH INC
Form 8-K
March 03, 2017

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, 2017

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 2, 2017, 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 vote, on an advisory basis, on the preferred frequency of advisory votes on executive compensation;
- (4) To ratify the appointment of PricewaterhouseCoopers LLP as its independent registered public accounting firm for fiscal 2017; 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:

| Name | For | Withheld | Broker Non-Votes |
|----------------------|------------|-----------|------------------|
| Dan L. Batrack | 44,165,754 | 2,768,719 | 4,816,350 |
| Hugh M. Grant | 46,045,408 | 889,065 | 4,816,350 |
| Patrick C. Haden | 45,824,132 | 1,110,341 | 4,816,350 |
| J. Christopher Lewis | 45,975,743 | 958,730 | 4,816,350 |
| Joanne M. Maguire | 46,503,561 | 430,912 | 4,816,350 |
| Kimberly E. Ritrievi | 46,503,665 | 430,808 | 4,816,350 |
| Albert E. Smith | 46,164,335 | 770,138 | 4,816,350 |
| J. Kenneth Thompson | 46,018,108 | 916,365 | 4,816,350 |
| Kirsten M. Volpi | 46,504,110 | 430,363 | 4,816,350 |

Advisory Resolution Regarding Executive Compensation:

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 45,688,228 | 624,335 | 621,910 | 4,816,350 |

Preferred Frequency of Advisory Votes on Executive Compensation:

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One Year
35,168,287

Two Years
97,631

Three Years
11,575,554

Abstain
93,001

Broker Non-Votes
4,816,350

Appointment of PricewaterhouseCoopers LLP:

For
51,008,718

Against
679,447

Abstain
62,658

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

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 3, 2017

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