

TREX CO INC
Form 8-K
May 09, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 4, 2011

TREX COMPANY, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-14649
(Commission

File Number)

54-1910453
(IRS Employer

Identification No.)

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160 Exeter Drive

Winchester, Virginia
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (540) 542-6300

22603-8605
(ZIP 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 (see General Instruction A.2. below):

- .. 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 on May 4, 2011. Only holders of the Company's common stock at the close of business on March 14, 2011 (the Record Date) were entitled to vote at the Annual Meeting. As of the Record Date, there were 15,552,099 shares of common stock entitled to vote. A total of 14,469,834 shares of common stock (93.04%), constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

The stockholders voted on four proposals at the Annual Meeting. The proposals are described in detail in the Company's definitive proxy statement dated March 22, 2011. The final results for the votes regarding each proposal are set forth below.

Proposal 1: The Company's stockholders elected two directors to the Board to serve for a three year term until the 2014 annual meeting of stockholders. The votes regarding this proposal were as follows:

| | For | Withhold | Broker Non-Votes |
|------------------|------------|-----------|------------------|
| Jay M. Gratz | 9,840,676 | 1,285,278 | 3,343,880 |
| Ronald W. Kaplan | 11,042,728 | 83,226 | 3,343,880 |

Proposal 2: The Company's stockholders approved, on an advisory basis, the compensation of the Company's executive officers named in the Company's definitive proxy statement dated March 22, 2011. The votes regarding this proposal were as follows:

| For | Against | Abstain | Broker Non-Votes |
|-----------|-----------|---------|------------------|
| 8,739,380 | 2,375,727 | 10,847 | 3,343,880 |

Proposal 3: The Company's stockholders indicated their preference, on an advisory basis, that the advisory vote on executive compensation be held annually. The votes regarding this proposal were as follows:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|-----------|---------|-----------|---------|------------------|
| 5,989,241 | 28,144 | 5,094,197 | 14,372 | 3,343,880 |

As a result of the stockholders vote on this matter, the Board of Directors approved the frequency of shareholder voting on the compensation of its executive officers as once every year, until the Board of Directors decides otherwise.

Proposal 4: The Company's stockholders ratified the selection of Ernst & Young LLP as the Company's independent registered accounting firm for the fiscal year ended December 31, 2011. The votes regarding this proposal were as follows:

| For | Against | Abstain |
|------------|---------|---------|
| 13,924,969 | 541,428 | 3,437 |

SIGNATURE

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.

TREX COMPANY, INC.

Date: May 9, 2011

/s/ James E. Cline
James E. Cline
Chief Financial Officer