

Quanex Building Products CORP  
Form 8-K  
March 03, 2015

**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**

**February 26, 2015**

**(Date of earliest event reported)**

**QUANEX BUILDING PRODUCTS CORPORATION**

**(Exact name of registrant as specified in its charter)**

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

**1-33913**  
**(Commission**  
  
**File Number)**

**26-1561397**  
**(IRS Employer**  
  
**Identification No.)**

**1800 West Loop South, Suite 1500,**  
**Houston, Texas** **77027**  
**(Address of principal executive offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: 713-961-4600**

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(b) 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 2.02. Results of Operations and Financial Condition.**

On March 3, 2015, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

On February 26, 2015, the Company held its Annual Meeting of Stockholders, pursuant to notice and proxy mailed on January 23, 2015, to the Company's stockholders of record as of January 7, 2015. There were 34,799,047 shares of common stock entitled to vote at the meeting, and a total of 33,602,701 shares were represented at the meeting in person or by proxy.

At the Annual Meeting, two directors were elected for terms expiring at the Company's 2018 Annual Meeting, with the following tabulation of votes for each nominee:

| <b>Director Nominee</b> | <b>Votes For</b> | <b>Votes Withheld</b> | <b>Broker<br/>Non-Votes</b> | <b>Percent of Shares<br/>Cast in<br/>Favor *</b> |
|-------------------------|------------------|-----------------------|-----------------------------|--|
| Joseph D. Rupp          | 32,451,293       | 234,531               | 916,877                     | 99.28%   |
| Robert R. Buck          | 32,199,227       | 486,597               | 916,877                     | 98.51%   |

\* *Excludes Broker Non-Votes*

In addition to the election of directors, stockholders at the Annual Meeting took the following actions:

Provided an advisory say on pay vote approving the Company's executive compensation programs; and

Ratified the Audit Committee's appointment of Grant Thornton LLP as the Company's independent auditor for the fiscal year ending October 31, 2015.

The tabulation of votes for each of these proposals is set forth below:

| <b>Proposal</b>                                 | <b>Votes For</b> | <b>Votes Against</b> | <b>Abstain</b> | <b>Broker<br/>Non-Votes</b> | <b>Percent of<br/>Shares Cast in<br/>Favor *</b> |
|---|------------------|----------------------|----------------|-----------------------------|--|
| Advisory Vote to Approve Executive Compensation | 31,835,835       | 774,828              | 75,161         | 916,877                     | 97.40%   |
| Ratification of Company's Independent Auditor   | 33,346,864       | 238,682              | 17,155         |                             | 99.24%   |

\* *Excludes Broker Non-Votes*

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

\*99.1 Press Release dated March 3, 2015

Management Compensation or Incentive Plan

\* Filed herewith.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**QUANEX BUILDING PRODUCTS  
CORPORATION**

(Registrant)

**March 3, 2015**

/s/ KEVIN P. DELANEY

(Date)

Kevin P. Delaney

*Senior Vice President    General Counsel and Secretary*

**Exhibit Index**

99.1 Press release dated March 3, 2015