

UNIVERSAL TECHNICAL INSTITUTE INC  
Form 8-K  
March 08, 2018

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 7, 2018  
Universal Technical Institute, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

|  |                                      |  |
|--|--------------------------------------|--|
| Delaware   | 1-31923                              | 86-0226984                                       |
| _____<br>(State or other jurisdiction<br>of incorporation) | _____<br>(Commission<br>File Number) | _____<br>(I.R.S. Employer<br>Identification No.) |

|   |                     |
|---|---------------------|
| 16220 North Scottsdale Road, Suite 100, Scottsdale, Arizona | 85254               |
| _____<br>(Address of principal executive offices)           | _____<br>(Zip Code) |

Registrant's telephone number, including area code: 623-445-9500  
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:

- 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))
- 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.

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

The Company held its Annual Meeting of Stockholders on March 7, 2018.

The stockholders elected each of the four nominees as Class II Directors to serve a three-year term ending in 2021, or until the Director's successor is duly elected and qualified:

| Director                                  | Affirmative Votes |           | Votes<br>Withheld | Broker<br>Non-Votes |
|---|-------------------|-----------|-------------------|---------------------|
|   | Votes             | Against   |                   |                     |
| Lieutenant General William J. Lennox, Jr. | 17,746,359        | 2,455,586 | 4,467             | 4,325,533           |
| Roger S. Penske                           | 17,435,000        | 2,766,930 | 4,482             | 4,325,533           |
| Linda J. Srere                            | 17,696,829        | 2,505,308 | 4,275             | 4,325,533           |
| John C. White                             | 17,572,874        | 2,628,969 | 4,569             | 4,325,533           |

The stockholders ratified the appointment of Deloitte & Touche LLP as the independent registered public accounting firm for the Company for the year ending September 30, 2018:

| Affirmative Votes | Votes<br>Against | Broker<br>Withheld | Non-Votes |
|-------------------|------------------|--------------------|-----------|
| 24,300,303        | 154,188          | 77,454             | —         |

**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.

Universal Technical Institute, Inc.

March 8, 2018 By: /s/ Chad A. Freed

Name: Chad A. Freed

Title: General Counsel, Executive Vice President of Corporate Development