

ARC DOCUMENT SOLUTIONS, INC.
Form 8-K
May 01, 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: April 26, 2018
(Date of earliest event reported)

ARC Document Solutions, Inc.
(Exact name of registrant as specified in
its charter)

Delaware
(State
20-1700361
or
001-32407
other
(Commission File Number)
jurisdiction
of
incorporation)

(IRS
Employer
Identification
Number)

1981
N.
Broadway,
Walnut
Creek,
CA
(Address
of
principal
executive
offices)
(925) 949-5100
(Registrant's telephone number,
including area code)

94596
(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:

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- “ 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 2.02. Results of Operations and Financial Condition

On May 1, 2018, ARC Document Solutions, Inc. (the “Company”) issued a press release reporting its financial results for the first quarter 2018. A copy of the press release is furnished as Exhibit 99.1 and is incorporated by reference herein.

The information contained in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

On April 26, 2018, the Company held its 2018 annual meeting of stockholders. A total of 45,238,690 shares of the Company’s common stock were entitled to vote as of February 26, 2018, which was the record date for the annual meeting. There were 36,936,616 shares present in person or by proxy at the annual meeting. Set forth below are the matters voted upon by the Company’s stockholders at the 2018 annual meeting and the final voting results of each such proposal.

Proposal 1 - Election of Directors

The stockholders elected seven directors, each to serve a one-year term until the Company’s next annual meeting of stockholders and until their respective successors are elected and qualified. The results of the vote were as follows:

	For	Withheld	Broker Non-Votes
Kumarakulasingam Suriyakumar	27,977,462	1,109,917	7,849,237
Bradford L. Brooks	28,031,880	1,055,499	7,849,237
Thomas J. Formolo	27,964,849	1,122,530	7,849,237
John G. Freeland	27,872,676	1,214,703	7,849,237
Dewitt Kerry McCluggage	27,082,376	2,005,003	7,849,237
James F. McNulty	27,854,922	1,232,457	7,849,237
Mark W. Mealy	27,844,414	1,242,965	7,849,237

Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm

The Company’s stockholders voted to ratify the appointment of Deloitte & Touche LLP as the Company’s independent auditors for the fiscal year ending December 31, 2018. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
36,732,037	75,888	128,691	0

Brokers were permitted to cast stockholder non-votes at their discretion on this proposal.

Proposal 3 - Advisory, Non-Binding Vote on Executive Compensation

The Company’s stockholders approved, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers for fiscal year 2017, as disclosed in the Company’s 2018 proxy statement. The results of the advisory, non-binding vote were as follows:

For	Against	Abstain	Broker Non-Votes
28,076,916	443,551	566,912	7,849,237

Proposal 4 - Approval of Amendment to 2014 Stock Incentive Plan

The Company’s stockholders voted to approve the amendment to the Company’s 2014 Stock Incentive Plan. The results of the vote were as follows:

For	Against	Abstain	Broker Non-Votes
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26,385,976 2,659,607 41,796 7,849,237

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

10.1 Amendment to the ARC Document Solutions, Inc. 2014 Stock Incentive Plan

99.1 Press Release of ARC Document Solutions, Inc. dated May 1, 2018

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.

ARC DOCUMENT SOLUTIONS, INC.

Dated: May 1, 2018 By: /s/ Jorge Avalos
Jorge Avalos
Chief Financial Officer

Exhibit Index

Exhibit No. Description

10.1 Amendment to the ARC Document Solutions, Inc. 2014 Stock Incentive Plan

99.1 ARC Document Solutions, Inc. Press Release dated May 1, 2018.