

INSTEEL INDUSTRIES INC  
Form 8-K  
February 14, 2013

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): February 12, 2013

Commission File Number 1-9929

Insteel Industries, Inc.  
(Exact name of registrant as specified in its charter)

North Carolina  
(State or other jurisdiction of  
incorporation or organization)

56-0674867  
(I.R.S. Employer  
Identification No.)

1373 Boggs Drive, Mount Airy, North Carolina 27030  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (336) 786-2141

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))

- 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

Insteel Industries, Inc. (the “Company”) held its 2013 Annual Meeting of Shareholders (the “Annual Meeting”) on February 12, 2013. Set forth below is a brief description of each item submitted to a vote of the shareholders at the Annual Meeting and the final voting results for each item. A more complete description of each item is set forth in the Company’s proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on January 4, 2013.

Item Number One – Election of Directors

Each of the two nominees named in the proxy statement for the Annual Meeting were elected by the shareholders to the Board for three-year terms based on the following vote:

Nominee	Votes For	Votes	
		Withheld	Broker Non-Votes
Louis E. Hannen	14,988,859	448,025	1,183,434
C. Richard Vaughn	14,982,694	454,190	1,183,434

Item Number Two – Advisory Vote on the Compensation of the Company’s Executive Officers

The compensation of the Company’s executive officers was approved, on an advisory basis, by the shareholders based on the following vote:

Votes For	Votes Against	Abstentions	Broker Non-Votes
15,152,499	165,235	119,150	1,183,434

Item Number Three – Ratification of the Appointment of Grant Thornton LLP

The appointment of Grant Thornton LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year 2013 was ratified by the shareholders based on the following vote:

Votes For	Votes Against	Abstentions
16,252,921	362,984	4,413

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 thereunto duly authorized.

INSTEEL INDUSTRIES, INC.  
Registrant

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Date: February 14, 2013

By:

/s/ James F. Petelle  
James F. Petelle  
Vice President and Secretary