

TUTOR PERINI Corp
Form 8-K
May 26, 2017
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): May 24, 2017

Tutor Perini Corporation

(Exact name of registrant as specified in its charter)

Massachusetts

1-6314

04-1717070

(State or other jurisdiction of incorporation or organization)

(Commission file number)

(I.R.S. Employer Identification No.)

15901 Olden Street, Sylmar, California 91342-1093

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (818) 362-8391

None

(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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

New Incentive Compensation Plan

As disclosed in Item 5.07 below, the shareholders of Tutor Perini Corporation (the “Company”) approved the Tutor Perini Corporation Incentive Compensation Plan (the “Plan”) at the annual meeting of shareholders on May 24, 2017. The material terms of the Plan are summarized in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 13, 2017 (the “Proxy Statement”) under the heading “Proposal 3: Approval of the Tutor Perini Corporation Incentive Compensation Plan” and are incorporated herein by reference. The description of the Plan is qualified in its entirety by reference to the actual terms of the Plan, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

The 2017 Annual Meeting of Shareholders (the “Annual Meeting”) for the Company was held on May 24, 2017. At the Annual Meeting, the Company’s shareholders voted on five proposals as described in the Proxy Statement and cast their votes as set forth below.

Proposal 1: Election of Directors

The Company’s shareholders elected each of the following 12 nominees for director, by the votes indicated below, to serve a one-year term expiring at the Company’s 2018 Annual Meeting of Shareholders.

| Elected Directors | Votes For | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| Ronald N. Tutor | 43,161,116 | 1,132,715 | 3,060,010 |
| Peter Arkley | 32,741,138 | 11,552,693 | 3,060,010 |
| Sidney J. Feltenstein | 43,211,973 | 1,081,858 | 3,060,010 |
| James A. Frost | 43,523,092 | 770,739 | 3,060,010 |
| Michael R. Klein | 36,182,667 | 8,111,164 | 3,060,010 |
| Thomas C. Leppert | 43,526,976 | 766,855 | 3,060,010 |
| Robert C. Lieber | 43,730,409 | 563,422 | 3,060,010 |
| Dennis D. Oklak | 43,892,652 | 401,179 | 3,060,010 |
| Raymond R. Oneglia | 43,605,202 | 688,629 | 3,060,010 |
| Dale A. Reiss | 43,481,537 | 812,294 | 3,060,010 |

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| | | | |
|---------------------------|------------|-----------|-----------|
| Donald D. Snyder | 36,498,598 | 7,795,233 | 3,060,010 |
| Dickran M. Tevrizian, Jr. | 43,868,254 | 425,577 | 3,060,010 |

Proposal 2: Ratification of Selection of Auditors

The Company's shareholders ratified the selection of Deloitte & Touche LLP, independent registered public accountants, as auditors of the Company for the year ending December 31, 2017. Voting results on this matter were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 46,355,945 | 984,454 | 13,442 | 0 |

Proposal 3: Approval of the Tutor Perini Corporation Incentive Compensation Plan

The Company's shareholders approved the Tutor Perini Corporation Incentive Compensation Plan. Voting results on this matter were as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 30,858,184 | 13,411,701 | 23,946 | 3,060,010 |

Proposal 4: Advisory (non-binding) Vote on Tutor Perini's Executive Compensation

The Company's shareholders cast their votes with respect to the advisory (non-binding) vote on executive compensation as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 18,736,658 | 25,534,067 | 23,106 | 3,060,010 |

Proposal 5: Advisory (non-binding) Vote on the Frequency of Future Advisory Votes on Executive Compensation

The Company's shareholders cast their votes with respect to the advisory (non-binding) vote on the frequency of future advisory votes on the Company's executive compensation as set forth below:

| 1 Year | 2 Years | 3 Years | Abstentions |
|------------|---------|-----------|-------------|
| 39,730,877 | 185,451 | 4,136,630 | 240,873 |

Consistent with the above results, the Company's Board of Directors has determined that the Company will continue to hold future advisory votes on executive compensation on an annual basis.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit

Number Description

10.1 Tutor Perini Corporation Incentive Compensation Plan

SIGNATURE

Pursuant to the requirements 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.

Tutor Perini Corporation

Dated: May 25, 2017 By: /s/Gary G. Smalley
Gary G. Smalley
Executive Vice President and Chief Financial Officer