

MATRIX SERVICE CO
Form 8-K
June 06, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) June 5, 2018

Matrix Service Company
(Exact Name of Registrant as Specified in Its Charter)

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| DELAWARE (State or Other Jurisdiction of Incorporation) | 001-15461 (Commission File Number) | 73-1352174 (IRS Employer Identification No.) |
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|---|---------------------|
| 5100 E Skelly Dr., Suite 500, Tulsa, OK (Address of Principal Executive Offices) | 74135 (Zip Code) |
|---|---------------------|

918-838-8822
(Registrant's Telephone Number, Including Area 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 (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 (17 CFR §230.405) or Rule 12b-2 of the Securities Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected to not 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.

On June 5, 2018, the Board of Directors of Matrix Service Company (the "Company"), upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors, temporarily increased the size of the Board from seven to eight members and appointed Liane K. Hinrichs to serve as a member of the Board of Directors to fill the resulting vacancy. Ms. Hinrichs' term commences on June 5, 2018 and expires at the Annual Meeting of Stockholders of the Company in 2018 and until her successor is duly elected and qualifies, unless she sooner dies, retires or resigns. The size of the Board will revert to seven coincident with the 2018 Annual Meeting when Tom E. Maxwell retires from the Board at the end of his current term in accordance with the Board's mandatory retirement policy. The Board of Directors also appointed Ms. Hinrichs to serve on each of the Audit, Compensation, and Nominating and Corporate Governance Committees of the Board of Directors coincident with the commencement of her service as a director.

From 2008 until her retirement in 2017, Ms. Hinrichs served as Senior Vice President, General Counsel and Corporate Secretary of McDermott International, Inc., a global engineering, procurement, construction and installation firm serving the offshore oil and gas industry. From 1999 until 2008, Ms. Hinrich served McDermott International, Inc., in a variety of roles of increasing responsibility, including Senior Counsel, Assistant General Counsel, Associate General Counsel, Corporate Compliance and Transactions, and Vice President, General Counsel and Corporate Secretary. She received her juris doctorate degree from Tulane University School of Law in 1982 and a Master of Law in Securities Regulation from Georgetown University in 1989.

As a non-employee director of the Company, Ms. Hinrichs will receive the same compensation provided to all non-employee members of the Company's Board of Directors. The compensation of non-employee directors of the Company is described in the Company's proxy statement for the 2017 Annual Meeting under the caption "Director Compensation."

Also in conjunction with his appointment, the Company will enter into an Indemnification Agreement with Ms. Hinrichs, the form of which has been filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 9, 2015. The Indemnification Agreement provides indemnity to the director against liabilities incurred in the performance of her duties to the fullest extent permitted by law.

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.

Matrix Service Company

Dated: June 6, 2018 By: /s/ Kevin S. Cavanah

Kevin S. Cavanah
Vice President and Chief Financial Officer