

HUTTIG BUILDING PRODUCTS INC

Form 8-K

April 24, 2019

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): April 23, 2019

HUTTIG BUILDING PRODUCTS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

001-14982 43-0334550

(Commission

(State or Other Jurisdiction of Incorporation) File

(IRS Employer Identification No.)

Number)

**555 Maryville University Drive, Suite 400, Saint
Louis, Missouri**

63141

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (314) 216-2600

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 Exchange 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 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

On April 23, 2019, Huttig Building Products, Inc. (the “Company”) held its 2019 Annual Meeting of Stockholders. The five matters set forth below were voted on and approved by the stockholders at the 2019 Annual Meeting. The voting results for each matter are as set forth below.

1. The election of three directors to serve a three-year term expiring in 2022:

| Director’s Name | Votes For | Votes Withheld | Broker Non-Votes |
|------------------------|------------------|-----------------------|-------------------------|
| Jon P. Vrabely | 16,206,499 | 905,427 | 4,156,444 |
| Patrick L. Larmon | 16,061,142 | 1,053,784 | 4,156,444 |
| James F. Hibberd | 15,982,372 | 1,132,554 | 4,156,444 |

2. To approve the amendment and restatement of the 2005 Non-Employee Directors’ Restricted Stock Plan, as amended and restated:

| Votes Cast For | Votes Cast Against | Votes Abstained | Broker Non-Votes |
|-----------------------|---------------------------|------------------------|-------------------------|
| 13,591,846 | 3,217,526 | 305,554 | 4,156,444 |

3. To approve, by a non-binding advisory vote, the compensation paid to the Company’s named executive officers:

| Votes Cast For | Votes Cast Against | Votes Abstained | Broker Non-Votes |
|-----------------------|---------------------------|------------------------|-------------------------|
| 15,736,055 | 1,003,688 | 375,183 | 4,156,444 |

4. To approve, by a non-binding vote, the frequency of future advisory votes on the compensation paid to our named executive officers:

| Votes Cast for | Votes Cast for | Votes Cast for | Votes Abstained | Broker Non-Votes |
|-----------------------|-----------------------|-----------------------|------------------------|-------------------------|
| Every Year | Every 2 Years | Every 3 Years | | |
| 14,530,558 | 16,943 | 2,531,131 | 36,293 | 4,156,444 |

The Board of Directors of the Company, taking into account the foregoing advisory vote of the stockholders of the Company, has determined that the Company will hold an advisory vote on executive compensation every year.

5. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2019:

| Votes Cast For | Votes Cast Against | Votes Abstained |
|-----------------------|---------------------------|------------------------|
| 20,964,433 | 247,055 | 59,882 |

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.

HUTTIG BUILDING PRODUCTS,
INC.

Date: April 24, 2019 By: */s/ Jon P. Vrabely*
Jon P. Vrabely
President, Chief Executive Officer