

GIBRALTAR INDUSTRIES, INC.

Form 8-K

May 03, 2013

[Table of Contents](#)

**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) May 3, 2013 (May 2, 2013)

**GIBRALTAR INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

0-22462  
(Commission)

16-1445150  
(IRS Employer)

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(State of incorporation)

(File Number)  
3556 Lake Shore Road

(Identification No.)

P.O. Box 2028

Buffalo, New York 14219-0228

(Address of principal executive offices) (Zip Code)

(716) 826-6500

(Registrant's telephone number, including area code)

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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Table of Contents**

**TABLE OF CONTENTS**

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

**Table of Contents****Item 5.07 Submission of Matters to a Vote of Security Holders.**

Gibraltar Industries, Inc. (the Company) held its Annual Meeting of Stockholders on May 2, 2013 (the 2013 Annual Meeting) in Buffalo, New York. Stockholders representing 28,581,980 shares, or 93.2%, of the common shares outstanding as of the March 19, 2013 record date were present in person or were represented at the meeting by proxy. The items listed below were submitted to a vote of the stockholders through the solicitation of proxies. The proposals are described in the Company's Proxy Statement for the 2013 Annual Meeting. Final voting results are shown below.

**Proposal 1 Election of Directors**

Each nominee for election of director requires a majority of the shares present at the 2013 Annual Meeting entitled to vote in order to be elected. Two Class II Directors were elected to hold office for a term expiring in 2016. The following summarizes the votes received for each nominee for director:

<b>Director</b>	<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
William J. Colombo	26,616,072	994,314	8,153	963,441
Gerald S. Lippes	21,239,321	6,366,515	12,703	963,441

**Proposal 2 Advisory Vote on Executive Compensation ( Say-on-Pay )**

This proposal was an advisory vote of the stockholders to approve the Company's compensation of its named executive officers (commonly referred to as the Say-on-Pay vote). The following summarizes the voting results for the advisory Say-on-Pay vote:

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
22,286,221	4,709,621	622,697	963,441

**Proposal 3 Approval of the Material Terms of the Annual Performance Stock Unit Grant**

This proposal required the affirmative vote of holders of a majority of the shares present at the 2013 Annual Meeting entitled to vote. The following summarizes the voting results for the approval of the material terms of the annual performance stock unit grant:

<b>Votes Cast For</b>	<b>Votes Cast Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
26,394,788	892,618	331,133	963,441

**Table of Contents**

**Proposal 4 – Ratification of Selection of Independent Registered Public Accounting Firm**

This proposal required the affirmative vote of holders of a majority of the shares present at the 2013 Annual Meeting entitled to vote. The following summarizes the voting results for the ratification of the selection of Ernst & Young LLP as the Company’s Independent Public Accounting Firm for the year ending December 31, 2013:

<b>Votes Cast</b>	<b>Votes Cast</b>	<b>Abstain</b>	<b>Broker</b>
<b>For</b>	<b>Against</b>		<b>Non-Votes</b>
28,452,083	129,238	659	

**Table of Contents**

**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.

Date: May 3, 2013

**GIBRALTAR INDUSTRIES, INC.**

By: /s/ Kenneth W. Smith  
Kenneth W. Smith  
Senior Vice President and Chief Financial Officer