

NORTHWEST PIPE CO
Form 8-K
August 10, 2016

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): August 9, 2016

NORTHWEST PIPE COMPANY

(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| OREGON (State or other jurisdiction of incorporation) | 0-27140 (Commission File Number) | 93-0557988 (I.R.S. Employer Identification No.) |
|--|---|--|

5721 SE Columbia Way, Suite 200

Vancouver, WA 98661

(360) 397-6250

(Address, including zip code, and telephone number, including

area code, of registrant's principal executive offices)

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))

DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN
OFFICERS

Item 5.02.

On August 7, 2016, Michael Franson was elected to the Board of Directors of Northwest Pipe Company (the “Company”) for a term expiring at the Company’s next Annual Meeting of Shareholders. Mr. Franson was also appointed the independent Lead Director of the Company’s Board of Directors. The Board has determined that Mr. Franson is an independent director in accordance with guidelines that the Company has adopted, which comply with the listing standards set forth by the Nasdaq Stock Market.

As a member of the Company’s Board of Directors, Mr. Franson will receive an annual retainer and an annual stock grant plus fees for each Board meeting attended and for each meeting of a committee of the Board attended.

The Company issued a press release on August 9, 2016 announcing the election of Mr. Franson to the Company’s Board of Directors. A copy of the press release is furnished herewith as Exhibit 99.1.

FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01.

Exhibits

(d)

99.1 Press Release issued by Northwest Pipe Company dated August 9, 2016

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 thereunto duly authorized on August 9, 2016.

NORTHWEST PIPE COMPANY
(Registrant)

By /s/ Robin Gantt

Robin Gantt,
Senior Vice President,

Chief Financial Officer and Corporate Secretary