

GRANITE CONSTRUCTION INC  
Form 8-K  
June 11, 2013

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 6, 2013

GRANITE CONSTRUCTION INCORPORATED  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 1-12911<br>(Commission<br>File Number) | 77-0239383<br>(IRS Employer<br>Identification No.) |
|---|--|--|

585 West Beach Street  
Watsonville, California 95076  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (831) 724-1011

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 Instructions 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))

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

The Company held its Annual Meeting of Shareholders on June 6, 2013. A total of 36,404,635 shares of the Company's common stock were present or represented by proxy at the meeting, representing approximately 93.79% of the Company's shares outstanding as of the April 10, 2013 record date. The final results of voting on each of the matters submitted to a vote of the shareholders at the Annual Meeting are as follows:

1. The election of four director nominees to serve for the ensuing three-year term and until their successors are elected and qualified:

| Nominee             | For        | Against   | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| William G. Dorey    | 31,978,477 | 1,110,647 | 11,573  | 3,303,938        |
| Rebecca A. McDonald | 31,962,231 | 778,320   | 360,146 | 3,303,938        |
| William H. Powell   | 32,022,292 | 861,760   | 216,645 | 3,303,938        |
| Claes G. Bjork      | 32,145,704 | 607,699   | 347,294 | 3,303,938        |

The ratification of the directorship of Gaddi H. Vasquez appointed by the Board on October 1, 2012:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 32,358,475 | 541,593 | 200,629 | 3,303,938        |

2. Advisory vote on the compensation of the Company's named executive officers:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 31,590,970 | 1,207,304 | 302,423 | 3,303,938        |

3. Ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ended December 31, 2013:

| For        | Against | Abstain |
|------------|---------|---------|
| 36,093,883 | 223,629 | 87,123  |

Pursuant to the foregoing votes, the four (4) director nominees listed above were elected to serve on the Company's Board of Directors for the ensuing three-year term, the directorship of one (1) director appointed by the Board on October 1, 2012 was ratified, the compensation of the named executive officers was approved on an advisory basis, and the appointment of PricewaterhouseCoopers as the Company's independent registered public accounting firm was ratified.

[Signature page follows.]

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.

GRANITE CONSTRUCTION INCORPORATED

By: /s/ Richard A. Watts  
Richard A. Watts  
Senior Vice President, General Counsel and  
Secretary

Date: June 10, 2013