

GIBALTAR INDUSTRIES, INC.

Form 8-K

May 07, 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) May 4, 2018 (May 7, 2018)

GIBALTAR INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

0-22462

16-1445150

(State or other jurisdiction of
incorporation)

(Commission File Number) (IRS Employer Identification No.)

3556 Lake Shore Road

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ..

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Item 2.02 Results of Operations and Financial Condition
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Item 7.01 Regulation FD Disclosure

The following information is furnished pursuant to both Item 2.02 and Item 7.01:

On May 4, 2018, Gibraltar Industries, Inc. (the "Company") issued a news release and held a conference call regarding results for the three months ended March 31, 2018. A copy of the news release (the "Release") is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

The Company references adjusted financial information in both the Release and the conference call. A reconciliation of these adjusted financial measures is contained in the Release. The information in this Form 8-K under the captions Items 2.02 and 7.01 and Item 9.01, including the Release, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 (the "Securities Act") or the Exchange Act, unless the Company specifically incorporates it by reference in a document filed under the Securities Act or the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;
Compensatory Arrangements of Certain Officers

Departure of Directors

Ms. Jane L. Corwin, a Class III director, resigned from the Board of Directors of the Company effective May 3, 2018 and will not stand for election in 2018. Ms. Corwin's resignation, which was accepted by the Board, was not the result of any disagreement with the Company.

2018 Equity Incentive Plan

On May 4, 2018, the stockholders of the Company approved the adoption of a new equity based incentive compensation plan known as the Gibraltar Industries, Inc. 2018 Equity Incentive Plan (the "2018 Plan"). The 2018 Plan was adopted by the Company's Board of Directors on March 22, 2018 subject to approval of the shareholders. The 2018 Plan permits the Company to grant a variety of equity based incentive compensation awards to officers, directors and other key employees of the Company and its subsidiaries. The types of equity based incentive compensation awards which may be issued by the Company under the terms of the 2018 Plan include non-qualified options, restricted shares, restricted stock units, performance shares, performance stock units, and stock rights. The total number of shares of common stock of the Company reserved for issuance pursuant to the 2018 Plan is 1,000,000. The terms and conditions upon which equity based incentive compensation awards granted to executive officers and directors are earned and payable is determined by the Compensation Committee of the Company's Board of Directors.

The foregoing description of the terms and conditions of the 2018 Plan is qualified in its entirety by reference to the terms and conditions of this plan, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

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 4, 2018 (the "2018 Annual Meeting") in Buffalo, New York. Stockholders representing 30,540,629 shares, or 96.18%, of the common shares outstanding as of the March 9, 2018 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 Definitive Proxy Statement for the 2018 Annual Meeting filed March 27, 2018. Final voting results are shown below.

Proposal 1 - Election of Directors

In order to be elected, each nominee for election as a director requires the affirmative vote of a majority of the shares present at the 2018 Annual Meeting and entitled to vote. Six directors were elected to hold office for a one-year term expiring in 2019. The following summarizes the votes received for each nominee for director.

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| Director | Votes Cast For | Votes Cast Against | Abstain | % of Votes For | Broker Non-Votes |
|---------------------|----------------|--------------------|---------|----------------|------------------|
| Sharon M. Brady | 29,621,876 | 6,815 | 26,568 | 99.89% | 865,908 |
| Frank G. Heard | 29,624,732 | 3,958 | 26,569 | 99.90% | 865,908 |
| Craig A. Hindman | 29,480,717 | 145,126 | 29,416 | 99.41% | 865,908 |
| Vinod M. Khilnani | 29,511,152 | 117,354 | 26,753 | 99.51% | 865,908 |
| William P. Montague | 29,482,789 | 145,498 | 26,972 | 99.42% | 865,908 |
| James B. Nish | 29,623,491 | 5,008 | 26,760 | 99.89% | 865,908 |

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 stockholders approved of the Company's executive officer compensation in the advisory Say-on-Pay vote. The following summarizes the voting results for the advisory "Say-on-Pay" vote:

| Votes Cast For | Votes Cast Against | Abstain | % of Votes For | Broker Non-Votes |
|----------------|--------------------|---------|----------------|------------------|
| 29,096,603 | 397,878 | 160,778 | 98.12% | 865,908 |

Proposal 3 - Approval of the Gibraltar Industries, Inc. 2018 Equity Incentive Plan

This proposal required the affirmative vote of holders of a majority of the shares present at the 2018 Annual Meeting and entitled to vote. The following summarizes the voting results for the approval of the Gibraltar Industries, Inc.

2018 Equity Incentive Plan:

| Votes Cast For | Votes Cast Against | Abstain | % of Votes For | Broker Non-Votes |
|----------------|--------------------|---------|----------------|------------------|
| 28,557,328 | 937,811 | 160,120 | 96.30% | 865,908 |

Proposal 4 - Ratification of Selection of Independent Registered Public Accounting Firm

The selection of Ernst & Young LLP as the Company's Independent Registered Public Accounting Firm for the year ending December 31, 2018 was ratified, based upon the following votes:

| Votes Cast For | Votes Cast Against | Abstain | % of Votes For |
|----------------|--------------------|---------|----------------|
| 30,206,339 | 153,643 | 161,185 | 98.97% |

Item 8.01 Other Events

Effective May 3, 2018, Vinod Khilnani, a member of the Company's Board of Directors, has been appointed to serve on the Company's Audit Committee.

Item 9.01 Financial Statements and Exhibits

(a)-(c) Not Applicable

(d) Exhibits:

Exhibit No. Description

10.1 Gibraltar Industries, Inc. 2018 Equity Incentive Plan

99.1 Earnings Release issued by Gibraltar Industries, Inc. on May 4, 2018

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.

GIBRALTAR
INDUSTRIES, INC.

Date: May 7, 2018

By: /s/ Jeffrey
J.
Watorek
Jeffrey J.
Watorek
Vice
President,
Treasurer
and
Secretary